UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

longer subject to or Form 5 obligations may continue. See Instruction 1(b).

Section 16. Form 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB 3235-Number: 0287 Expires: November 30, 2011 Estimated average burden hours per

OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Person - Conway B	Symbol MRI INTERVENTIONS, INC. [MRIC]										
C/O MRI II INC., ONE SUITE 255											
MEMPHIS	Filed(Month/Day/Year)										
(City)	Table I - Non-Derivative Securities Ad										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any		Code	ion	Dispose	red (A) or sed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	curities Ownership Indirect Ownership Form: Bene Ownership Indirect Indirec	
Common				Code	V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock	08/15/2012			Р		2,950	Α	φ 2.25	1,916,518	D (1)	
Common Stock	08/15/2012			Р		2,500	Α	\$ 2.45	224,750	I	By spouse
Common Stock	08/15/2012			Р		1,189	Α	\$ 2.35	225,939	I	By spouse (2)
Common Stock	08/15/2012			Р		311	Α	\$ 2.44	226,250	I	By spouse
Common Stock	08/16/2012			Р		2,500	Α	\$ 2.49	228,750 ⁽⁴⁾	I	By spous
Common Stock	08/15/2012			Р		3,500	Α	\$ 2.50	5,000	I	By Edna N Conway Irrevocab Trust FBC Chase T. Conway
Common Stock	08/15/2012			Р		3,500	Α	\$ 2.50	5,000	I	By Edna N Conway Irrevocab Trust FBC Alden M. Conway
Common Stock	08/15/2012			Р		3,500	Α	\$ 2.50	5,000	I	By Edna N Conway Irrevocab Trust FBC Merritt E. Conway
Common Stock	08/15/2012			Р		4,000	Α	\$ 2.50	5,000	I	By Gordo McShane Trust for Chase T. Conway
Common Stock	08/15/2012			Р		4,000	Α	\$ 2.50	5,000	I	By Gordo McShane Trust for Alden M. Conway
Common Stock	08/15/2012			Р		4,000	Α	\$ 2.50	5,000	I	By Gordo McShane Trust for Merritt E. Conway

Stock					4	06,137	I	M. Conwa	ay			
Common Stock	1				4	06,137	ı	By Chase T. Conwa Trust				
Common Stock	1				4	06,137	ı	By Merriti E. Conwa Trust				
Common Stock	1				1	0,000	I	By Conwa Family GST Trus				
		separate line for eactly or indirectly.	ach class of securit	_		da. ab	-1:	SEC 14				
				information required to	n containe o respond (d to the colle d in this form unless the fo control numb	n are not rm display	(9-0				
	Т		Securities Acquir , calls, warrants, o				rned					
Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction	3A. Deemed Execution Date, if	4. Transaction Code	5.	6. Date Exer and Expiration (Month/Day/	on Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration	Amount or Title Number				

Reporting Owners

Departing Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Conway Bruce C. C/O MRI INTERVENTIONS, INC. ONE COMMERCE SQUARE, SUITE 2550 MEMPHIS, TN 38103	Х					

Signatures

/s/ Oscar Thomas, by power of attorney for Bruce C. Conway	08/16/2012	
Signature of Reporting Person	Date	

Explanation of Responses:

- * $\,\,$ If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 32,891 shares held jointly with spouse, and 2,950 shares held in an IRA.
- (2) Through an IRA.
- (3) Through an IRA.
- (4) Includes 1,500 shares held through an IRA.
- (5) These shares are held in trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust.
- (6) These shares are held in trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust.
- (7) These shares are held in trust for the benefit of the reporting person's child. The reporting person's spouse is trustee of the trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.