# FORM 4

Instruction 1(b).

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Form 5 obligations may continue. See

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

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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

(Print or Type Resp	onses)											
Name and Address of Reporting Person — Conway Bruce C.			2. Issuer Symbol MRI INT [MRIC]			oker or Tra	Ŭ	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director10% Owner Officer (give titleOther (specify below)				
C/O MRI INTE INC., ONE COL SUITE 2550	ARE,	3. Date of 1 (Month/Da 01/25/20	y/Year)	rans	action		below)					
MEMPHIS, TN	(Street) 38103		4. If Amen Filed(Month			Original		Applicable Line) _X_ Form filed by One R	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person			
(City)	(State) (Zi	p)	Table I	- Non-D	eriv	ative Secu	rities	Acqu	ired, Disposed of, o	r Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Date Execution (Month/Day/Year)			Transaction Code (Instr. 8)		4. Securiti Acquired Disposed (Instr. 3, 4	(A) o of (D and (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/25/2013			P		100,000		(1)	2,023,883	D (2)		
Common Stock				-		100,000			406,137	I	By Alden M. Conway Trust	
Common Stock									406,137	I	By Chase T. Conway Trust	
Common Stock									406,137	I	By Merritt E. Conway Trust	
Common Stock									239,000 (3)	I	By spouse	
Common Stock									25,000	I	By Conway Family GST Trust	
Common Stock									17,000	I	By Gordon McShane Trust for Alden M. Conway (4)	
Common Stock									17,000	I	By Gordon McShane Trust for Chase T. Conway (5)	
Common Stock									17,000	I	By Gordon McShane Trust for Merritt E. Conway (6)	
Common Stock									16,500	I	By Edna N. Conway Irrevocable Trust FBO Alden M. Conway	
Common Stock									16,500	I	By Edna N. Conway Irrevocble Trust FBO Chase T. Conway By Edna	

Common Stock				16,500	I	N. Conway Irrevocable Trust FBO Merritt E. Conway
Reminder: Report directly or indirectl	each class of securit	Persons w information	n conta	ond to the coll ined in this for nd unless the f IB control num	m are not orm displays	SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	e Conversion or Exercise	Date (Month/Day/Year)	Execution Date, if	Code	tion ()	5. Numb of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, and 5)	Expiration Date (Month/Day/Year) es d d of		Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Warran (right to buy)		01/25/2013		Code	V	,	(D)	Exercisable	Expiration Date 01/25/2018	Title	Amount or Number of Shares		50,000	D	

### **Reporting Owners**

Donouting 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	X							

### **Signatures**

/s/ Oscar Thomas, by Power of Attorney for Bruce C. Conway	01/25/2013
**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) The reported securities are included within 100,000 units purchased by the reporting person for \$1.20 per unit. Each unit consists of one share of common stock and one warrant to purchase 0.5 share of common stock.
- (2) Includes 32,891 shares held jointly with spouse and 4,950 shares held in an IRA.
- (3) Includes 1,500 shares held through an IRA.
- (4) 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.
- (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) The shares subject to this warrant are immediately exercisable.
- (8) The reported securities are included within 100,000 units purchased by the reporting person for \$1.20 per unit. Each unit consists of one share of common stock and one warrant to purchase 0.5 share of common stock.

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.