



Common Stock									16,500	I	N. Conway Irrevocable Trust FBO Merritt E. Conway
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	\$ 1.75	01/25/2013		P		50,000		01/25/2013 <sup>(7)</sup>	01/25/2018	Common Stock	50,000	<sup>(8)</sup>	50,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
	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.