longer subject to

Section 16. Form 4 or

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

OMB APPROVAL OMB 3235-Number: 0287 Estimated average burden hours per response...

Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Instruction 1(b). Section 30(h) of the Investment Company Act of 1940

(Print or Type Respo	nses)							
1. Name and Addres Girin Pascal E R	2. Issuer Na Symbol MRI INTE [MRIC]		ker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)X_ Director 10% Owner Officer (give title Other (specify below)				
(Last) C/O MRI INTER INC., ONE COM STE 2550		(Month/Day	/Year)	action	below)			
MEMPHIS, TN 3	Street) 88103	4. If Amenda Filed(Month/E		Original	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) (Zip)	Table I -	Non-Deriva	ative Securities Acqu	ired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
Reminder: Report on directly or indirectly.		ach class of securition	es beneficial	ly owned				
			ir re	nformation contain	ond to the collection ned in this form are r d unless the form dis 3 control number.	not	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) Price of Derivative Security (Instr. 3) Price of Derivative Security Security  Secu		(of,) pass, cans, warrants, options, convertible securities,														
Security (Instr. 3) Price of Derivative Security Security  Security (Security (Security Security) Security (Instr. 3) Price of Derivative Security Securities (Instr. 3) Securities (Instr. 5) Securities (Instr. 5) Securities (Instr. 5) Securities Security Security (Instr. 4) Securities Securities (Instr. 5) Securities Security Security (Instr. 4) Securities Security Security (Instr. 4) Securities Security Security Security (Instr. 4) Securities Security Security Security (Instr. 4) Securities Security					4.											
(Instr. 3) Price of Derivative Security    Month/Day/Year   (Instr. 8)   Code   V   (A)   (D)   Code   V   (A)   (D)   (	Derivative	Conversion	Date	Execution Date, if	Transact	tion	of		Expiration I	Date	of Underlyi	ng	Derivative	Derivative	Ownership	of Indirect
Derivative Security   Direct (D) or Indirect   Transaction(s) (Instr. 4)   Security   Direct (D) or Indirect   Security   Direct (D) or Indirect   Transaction(s) (Instr. 4)   Security   Direct (D) or Indirect   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Security   Direct (D) or Indirect   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Direct (D) or Indirect	Security	or Exercise	(Month/Day/Year)	any	Code		Derivative		(Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial
Derivative Security   Direct (D) or Indirect   Transaction(s) (Instr. 4)   Security   Direct (D) or Indirect   Security   Direct (D) or Indirect   Transaction(s) (Instr. 4)   Security   Direct (D) or Indirect   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Security   Direct (D) or Indirect   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Security   Security   Direct (D) or Indirect   Direct (D) or Indirect	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	)	Securitie	es			(Instr. 3 and	14)	(Instr. 5)	Beneficially	Derivative	Ownership
Security   GA) or Disposed of (D)   Clustr. 3, 4, and 5)   Code   V (A) (D)   Date   Expiration   Date   Expiration   Date   Code   V (A) (D)   Clustr. 4)   Common   Stock   Options (right to   \$0.97   09/03/2014   A   45,000   Gamma   45,000   A   45,000   A   45,000   D   Common   Stock   C		Derivative					Acquired	d						Owned	Security:	(Instr. 4)
Disposed of (D)   Reported   Transaction(s) (I) (Instr. 4)   Date   Expiration   Date   Expiration   Title   Number of   Shares		Security					(A) or							Following	Direct (D)	, ,
Code   V   (A)   (D)   (Instr. 3, 4, and 5)   (Instr. 4)   (Instr. 4								d of						_	or Indirect	
Code   V   (A)   (D)     Common   Stock   Options (right to   \$0.97   09/03/2014   A   45,000   (1)   09/03/2024   Common   Stock   Stock   Stock   Stock   Common   Stock   C							•								(I)	
Stock Options (right to   \$0.97   09/03/2014   A   45,000   (1)   09/03/2024   Common Stock   45,000   \$0   45,000   D								. 4.								
Code   V   (A)   (D)   Expiration Date   Expiration Date   Expiration Date   Expiration or Number of Shares					` ' '							, , ,	, , ,			
Code   V   (A)   Date Exercisable   Expiration Date   Code   V   (A)   (D)							,									
Code   V   (A)   Date   Exercisable   Exercisable   Exercisable   Exercisable   Title   Number of Shares																
Code   V   (A)   Date   Interpretation   Number of Shares   Stock   Options (right to   \$0.97   09/03/2014   A   45,000   (1)   09/03/2024   Common Stock   45,000   \$0   45,000   D									Date	Expiration		-				
Code   V   (A)   (D)   Shares   Stock   Options (right to   \$0.97   09/03/2014   A   45,000   (1)   09/03/2024   Common Stock   \$1.000   \$0   45,000   D   Common Stock   \$1.000   \$1									Exercisable	Date	Title					
Stock Options (right to         \$ 0.97         09/03/2014         A         45,000         (1)         09/03/2024         Common Stock         45,000         \$ 0         45,000         D												-				
Options (right to right to rig					Code	V	(A)	(D)				Shares				
Options (right to right to rig	Stock															
(right to											Common					
(right to	-	\$ 0.97	09/03/2014		A		45,000		<u>(1)</u>	09/03/2024	Common	45,000	\$0	45,000	D	
											Stock					
buy)	buy)															

### **Reporting Owners**

Denouting Owner Name / Adduses	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Girin Pascal E R							
C/O MRI INTERVENTIONS, INC.	X						
ONE COMMERCE SQUARE, STE 2550	Λ						
MEMPHIS, TN 38103							

## **Signatures**

/s/ Oscar Thomas, by Power of Attorney for Pascal E.R. Girin	09/04/2014
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 shares subject to this option vest ratably on the first, second and third anniversaries of the grant date, September 3, 2015, September 3, 2016 and September 3, 2017.

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.