

MONEYGRAM INTERNATIONAL INC
 Form 4
 May 20, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
 GSMP V ONSHORE US, LTD.

2. Issuer Name and Ticker or Trading Symbol
 MONEYGRAM INTERNATIONAL INC [MGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2011

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)
 See footnotes (1), (2) and (3)

NEW YORK, NY 10282

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X_ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, 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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|---|------------------------------------|------------------|--------------------|---------------------------|--------------|---------|---------------------|--------------------|--|
| Series B-1 Part. Conv. Pref. Stk., par value \$0.01 | <u>(2)</u> | 05/18/2011 | C | | | 272,500 | <u>(2)</u> | <u>(2)</u> | Series D Part. Conv. Pref. Stk., par value \$0.01 |
| Series D Part. Conv. Pref. Stk., par value \$0.01 | <u>(2)</u> | 05/18/2011 | C | | 157,685.7676 | | <u>(2)</u> | <u>(2)</u> | Common Stock |
| Series D Part. Conv. Pref. Stk., par value \$0.01 | <u>(2)</u> | 05/18/2011 | J ⁽²⁾ | | 15,503.8002 | | <u>(2)</u> | <u>(2)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GSMP V ONSHORE US, LTD. 200 WEST STREET NEW YORK, NY 10282 | | X | | See footnotes (1), (2) and (3) |
| GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | See footnotes (1), (2) and (3) |
| GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | See footnotes (1), (2) and (3) |
| GS MEZZANINE PARTNERS V ONSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282 | | X | | See footnotes (1), (2) and (3) |

| | | |
|--|---|-----------------------------------|
| GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.P. 200 WEST STREET NEW YORK, NY 10282 | X | See footnotes (1), (2) and (3) |
| GS MEZZANINE PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282 | X | See footnotes (1), (2) and (3) |
| GSMP V INSTITUTIONAL US, LTD. 200 WEST STREET NEW YORK, NY 10282 | X | |
| GSMP V OFFSHORE US, LTD. 200 WEST STREET NEW YORK, NY 10282 | X | |
| GS MEZZANINE PARTNERS V ONSHORE FUND, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | X | See footnotes (1), (2) and (3) |

Signatures

See Exhibit 99.2 05/20/2011

__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) See Exhibit 99.1 for text of footnote 1.
- (2) See Exhibit 99.1 for text of footnote 2.
- (3) See Exhibit 99.1 for text of footnote 3.

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