

Holmes W. Alexander
Form 3
July 21, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Holmes W. Alexander

(Last) (First) (Middle)

2828 NORTH HARWOOD STREET,Â 15TH FLOOR

(Street)

DALLAS,Â TXÂ 75201

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/12/2011

3. Issuer Name and Ticker or Trading Symbol

MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ X ___ Officer ___ Other
(give title below) (specify below)

SVP Corp Strategy & IR

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ X ___ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

1,700

D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	08/11/2019	Common Stock	800,000	\$ 2.3	D	Â
Stock Option (right to buy) ⁽³⁾	Â ⁽⁴⁾	02/17/2020	Common Stock	200,000	\$ 2.78	D	Â
Stock Option (right to buy) ⁽⁵⁾	Â ⁽⁶⁾	07/11/2021	Common Stock	400,000	\$ 3.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes W. Alexander 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201	Â	Â	Â SVP Corp Strategy & IR	Â

Signatures

/s/ Corinna Ulrich,
attorney-in-fact

07/21/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Non-Qualified Stock Option Agreement dated August 11, 2009.

- (2) Options for 50% of the shares are considered "Time Vested" and options for 50% of the shares are considered "Performance Vested." The Time Vested options vest in equal installments over five years on the anniversary of the grant date. The Performance Vested options vest as follows: options for 50% of the shares vest when the value of the common stock of the Corporation has reached \$3.50 per share for a period of 20 consecutive trading days during the 5-year period following the grant date; and options for 50% of the shares vest when the value of the common stock of the Corporation has reached \$5.25 per share for a period of 20 consecutive trading days during the 5-year period following the grant date.

- (3) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Non-Qualified Stock Option Agreement dated February 17, 2010.

- (4) Options for 50% of the shares are considered "Time Vested" and options for 50% of the shares are considered "Performance Vested." The Time Vested options vest in equal installments over five years on the anniversary of the grant date. The Performance Vested options vest as follows: options for 50% of the shares vest when the value of the common stock of the Corporation has reached \$3.75 per share for a period of 20 consecutive trading days during the 5-year period following the grant date; and options for 50% of the shares vest when the value of the common stock of the Corporation has reached \$5.25 per share for a period of 20 consecutive trading days during the 5-year period following the grant date.

- (5) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Non-Qualified Stock Option Agreement dated July 11, 2011.

- (6) Options for 50% of the shares are considered "Time Vested" and options for 50% of the shares are considered "Performance Vested." The Time Vested options vest in equal installments over five years on the anniversary of the grant date. The Performance Vested options vest as follows: options for 50% of the shares vest when the value of the common stock of the Corporation has reached \$4.50 per share for a period of 20 consecutive trading days during the 5-year period following the grant date; and options for 50% of the shares vest when the

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value of the common stock of the Corporation has reached \$5.25 per share for a period of 20 consecutive trading days during the 5-year period following the grant date.

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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