

MONEYGRAM INTERNATIONAL INC
 Form 4
 February 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Allback Jeffrey J.

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)
 2828 NORTH HARWOOD STREET, 15TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP&Chief Information Officer

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/13/2014 | | M | | 2,146 | A | \$ 17.03 |
| Common Stock | 02/13/2014 | | M | | 3,125 | A | \$ 15.71 |
| Common Stock | 02/13/2014 | | S | | 5,271 | D | \$ 19.2641 (2) |
| Common Stock | 02/14/2014 | | S | | 1,000 | D | \$ 19.0071 (3) |
| | | | | | | | 46,418 (1) |
| | | | | | | | 49,543 (1) |
| | | | | | | | 44,272 (1) |
| | | | | | | | 0 |
| | | | | | | | |

| | | | | | | | | |
|--------------|------------|---|---------|---|------------|---|---|--|
| Common Stock | 02/14/2014 | S | 57.4605 | D | \$ 18.9196 | 0 | I | & Debra D. Allback Trust By 401(k) Plan |
|--------------|------------|---|---------|---|------------|---|---|--|

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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 17.03 | 02/13/2014 | | M | 2,146 | ⁽⁴⁾ 11/17/2021 | Common Stock | 2,146 |
| Stock Option (right to buy) | \$ 15.71 | 02/13/2014 | | M | 3,125 | ⁽⁵⁾ 09/05/2022 | Common Stock | 3,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Allback Jeffrey J. 2828 NORTH HARWOOD STREET, 15TH FLOOR DALLAS, TX 75201 | | | EVP&Chief Information Officer | |

Signatures

/s/ Jeffrey J.
Allback

02/18/2014

__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) Includes 44,272 shares that can be awarded upon vesting of previously granted performance-based restricted stock units.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.23 to \$19.33, inclusive. The reporting person undertakes to provide to MoneyGram International, Inc., any security holder of MoneyGram International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.00 to \$19.10, inclusive.

(4) Options vest in four equal installments over four years on each anniversary of the grant date, November 17, 2011.

(5) Options vest in four equal installments over four years on each anniversary of the grant date, September 5, 2012.

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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