

MONEYGRAM INTERNATIONAL INC

Form 4

February 26, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ohser Peter E.

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)

3. Date of Earliest Transaction

(Month/Day/Year)

02/24/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP Business Development

2828 NORTH HARWOOD
STREET, 15TH FLOOR

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DALLAS, TX 75201

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2015		F		1,669 <u>(1)</u>	D	\$ 8.59 <u>(2)</u>	74,044 <u>(3)</u>	D	
Common Stock	02/25/2015		A		99,536 <u>(4)</u>	A	\$ 0	173,580 <u>(3)</u>	D	
Common Stock								127.138	I	By 401(k) Plan
Common Stock								1,812	I	By IRA

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)		Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ohser Peter E. 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201	EVP Business Development

Signatures

/s/ Corinna Ulrich,
attorney-in-fact 02/26/2015

____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) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 6,101 time-based RSUs that were granted on February 24, 2014.
- (2) The price was determined based on the closing price of \$8.59 per share of MoneyGram International, Inc.'s common stock on February 24, 2015.
- (3) Includes 69,105 shares that may be issued upon vesting of previously granted performance-based and time-based restricted stock units.
- (4) Represents the number of shares of common stock issuable upon vesting of 49,768 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 49,768 performance-based RSUs. The time-based RSUs vest in 3 equal installments

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on each anniversary of the grant date. The performance-based RSUs vest in three equal installments on each anniversary of the grant date if certain performance goals are achieved, with up to 50% of the performance-based RSUs vesting over such three year period if a target level of Adjusted EBITDA is achieved for the year ended December 31, 2015 and up to 50% of the performance-based RSUs vesting over such three year period if a target level of self-service revenue is achieved for the year ended December 31, 2015. No performance-based RSUs will vest unless the threshold level of Adjusted EBITDA is achieved.

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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