

MONEYGRAM INTERNATIONAL INC  
 Form 3  
 April 07, 2008

**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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC			(Month/Day/Year)	MONEYGRAM INTERNATIONAL INC [MGI]	
(Last)	(First)	(Middle)	03/25/2008		
85 BROAD ST			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
NEW YORK, Â NY Â 10004			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below)    (specify below) See (1), (2) and (3)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

(Instr. 5)

Series B-1 Part. Conv. Pref. Stk, par value \$0.01	Â (3)	Â (3)	Series D Part. Conv. Pref. Stk, par value \$0.01 (2)	109,000	\$ 0 (3)	I	See (1) (4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GSCP VI Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Capital Partners VI Fund, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Advisors VI, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GSCP VI Offshore Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Capital Partners VI Offshore Fund, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GOLDMAN SACHS MANAGEMENT GP GMBH 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Capital Partners VI Parallel LP 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Capital Partners VI GmbH & Co KG 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)

## Signatures

See Exhibit 99.2

04/08/2008

    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) 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.

(4) See Exhibit 99.1 for text of footnote 4.

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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