Ohser Peter E. Form 3 February 04, 2013

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement MONEYGRAM INTERNATIONAL INC [MGI] Ohser Peter E. (Month/Day/Year) 01/25/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 2828 NORTH HARWOOD (Check all applicable) STREET, 15TH FLOOR (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Senior VP of U.S. and Canada Person DALLAS, TXÂ 75201 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock (10) 2.380 (10) D Common Stock 127.1556 I By 401(k) Plan Common Stock 1,812 I By IRA Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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 4.

5.

6. Nature of Indirect Conversion Ownership

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	Date Exercisable	Expiration Date	Derivative Se (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to buy) (1)	(2)	02/15/2016	Common Stock	113	\$ 217.96	D	Â
Stock Option (right to buy) $\frac{(3)}{}$	(4)	02/14/2007	Common Stock	138	\$ 234.04	D	Â
Stock Option (right to buy) (5)	(6)	05/26/2020	Common Stock	25,000	\$ 21.44	D	Â
Stock Option (right to buy) (7)	(6)	02/15/2021	Common Stock	37,500	\$ 23.28	D	Â
Stock Option (right to buy) (8)	(9)	11/17/2021	Common Stock	4,460	\$ 17.03	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
r	Director	10% Owner	Officer	Other		
Ohser Peter E. 2828 NORTH HARWOOD STREET, 15TH FLOOR DALLAS, TX 75201	Â	Â	Senior VP of U.S. and Canada	Â		

Signatures

/s/ Corinna Ulrich, attorney-in-fact

02/04/2013

**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 the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Non-Qualified Stock Option Agreement dated February 15, 2006.
- (2) The option vested in three equal annual installments beginning on February 15, 2007.
- (3) Non-Qualified stock option granted pursuant to the Moneygram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Non-Qualified Stock Option Agreement dated February 14, 2007.
- (4) The option vested in three equal annual installments beginning on February 14, 2008.
- (5) Non-Qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Non-Qualified Stock Option Agreement dated May 26, 2010.
- (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 will vest in equal installments over five years on the anniversary of the grant date. Half of the Performance Vested options will vest when the Corporation's common stock closes at or above \$32.00 per share for 20 consecutive trading days during the five-year period following the grant date, and the other half of the Performance Vested options will vest when the Corporation's common stock closes at or above \$42.00 per share for 20 consecutive trading days during the five-year period following

Reporting Owners 2

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the grant date. If the shares of common stock of the Corporation are not publicly traded, then vesting for the options that are Performance Vested will vest in the manner set forth in the stock option agreement.

- (7) Non-Qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Non-Qualified Stock Option Agreement dated February 15, 2011.
- (8) Non-Qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Non-Qualified Stock Option Agreement dated November 17, 2011.
- (9) Options will vest in four equal installments over four years on each anniversary of the grant date.
 - Represents the target number of shares of common stock that can be awarded upon vesting of performance-based restricted stock units granted November 17, 2011 upon achieving target performance goals over the performance period of January 1, 2012 through December 18, 2014 and 2014 and 2014 are achieved by the common stock that can be awarded upon vesting of performance-based restricted stock units granted November 17, 2011 upon achieving target performance goals over the performance period of January 1, 2012 through December 18, 2014 and 2014 are achieved by the common stock that can be awarded upon vesting of performance-based restricted stock units granted November 17, 2011 upon achieving target performance goals over the performance period of January 1, 2012 through December 18, 2014 and 2014 are achieved by the common stock that can be awarded upon vesting of performance period of January 1, 2012 through December 18, 2014 and 2014 are achieved by the common stock that can be awarded upon vesting of performance period of January 1, 2012 through December 19, 2014 and 2014 are achieved by the common stock that can be awarded upon vesting of performance period of January 1, 2012 through December 19, 2014 and 2014 are achieved by the common stock that the com
- (10) 31, 2014, with 50% of the restricted stock units vesting if the performance goal is achieved as of the second anniversary of the grant date and 50% of the restricted stock units vesting if the performance goal is achieved as of the third anniversary of the grant date. If the target performance goal is not met but a certain threshold is achieved, or if a maximum performance goal is achieved, the reporting person will be entitled to from 50% up to 200% of the restricted stock units vesting for the period, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.