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MONEYGRAM INTERNATIONAL INC

Form 4 May 06, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Add | • | ing Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|------------------------------|----------------|--------------|--|---|--|--|
| | | | MONEYGRAM INTERNATIONAL INC [MGI] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | X Director 10% Owner | | |
| 1550 UTICA AVE SO, SUITE 100 | | | (Month/Day/Year) 05/04/2005 | _X_ Officer (give title Other (specify below) President & CEO | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| MINNEAPOLIS, MN 55416 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | |
| WIII VI VEALOI | 210, 14114 22- | T10 | | Person | | |

| (City) | (State) | (Zip) Ta | ble I - No | n-Derivative S | Securiti | ies Acquired | l, 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. Transact Code (Instr. 8) | | (D) | red (A) or | 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) |
| Common Stock | 05/04/2005 | | M | 6,106 | A | \$ 10.5646 | 148,726 | D | |
| Common Stock | 05/04/2005 | | J V | 7 102.5766 (1) | A | \$ 0 | 9,495.962 | I | by 401(k) |

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

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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. Transactic Code (Instr. 8) | 5. Number action Derivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Derivative Expiration Date (courities (Month/Day/Year) cquired A) or isposed of D) nstr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--|-------|--|--------------------|---|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) (2) | \$ 10.5646 | 05/04/2005 | | M | | 6,106 | 08/16/1998 | 08/15/2006 | Common Stock | 6,106 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-----------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| MILNE PHILIP W | | | | | | | | |
| 1550 UTICA AVE SO | X | | President & CEO | | | | | |
| SUITE 100 | Λ | | riesident & CEO | | | | | |
| MINNEAPOLIS, MN 55416 | | | | | | | | |

Signatures

Philip W. Milne by Claudia
Saavedra

**Signature of Reporting Person

Date

05/06/2005

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) The information reported is as of May 1, 2005.

In a spin-off effective on June 30, 2004, Viad Corp ("Viad") distributed to its stockholders the shares of MoneyGram International, Inc. ("MGI"). At the time of the spin-off, holders of Viad stock received one share of MGI stock for each Viad share held on the record date of June 24, 2004. All outstanding options to purchase Viad common stock were adjusted to consist of options to purchase Viad common stock and MGI common stock. The transaction reported herein is the exercise of an option that was granted to the reporting person by Viad and was adjusted in the spin-off to consist of an option to purchase Viad common stock and an option to purchase MGI common stock.

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.

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