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MONEYGRAM INTERNATIONAL INC

Form 4

February 26, 2016

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Ade Piano Steven	dress of Repo	orting 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 (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify			
2828 NORTH HARWOOD STREET, 15TH FLOOR			02/24/2016	below) below) EVP HR & Corporate Services			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DALLAS, TX	ζ 75201		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (State) (Zip)				Person			

(City)	(State)	(Zip)	
(City)	(State)	(Zip)	Table L. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

	Tubic 1 Tion Berriadic Securities required, 2 is possed 51, or 2 enemand 5 in the										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	02/24/2016		F	1,905 (1)	D	\$ 5.32 (2)	267,955 <u>(3)</u>	D			
Common Stock	02/25/2016		F	12,987 (4)	D	\$ 5.3 (5)	254,968 <u>(6)</u>	D			

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities		(Instr. 3 and 4)			(
	Security				Acquired						J
	-				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
					Exercisable	Date	Title	of			
				C-1- 1	7 (A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Piano Steven 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201

EVP HR & Corporate Services

Relationships

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ Francis Aaron Henry, attorney-in-fact

02/26/2016

**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 6,965 time-based RSUs that were granted on February 24, 2014.
- The price was determined based on the closing price of \$5.32 per share of MoneyGram International, Inc.'s common stock on February 24, 2016.
- (3) Includes 236,109 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.
- (4) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 17,008 time-based RSUs and 17,025 performance-based RSUs that were granted on February 25, 2015.
- (5) The price was determined based on the closing price of \$5.30 per share of MoneyGram International, Inc.'s common stock on February 25, 2016.
- (6) Includes 202,076 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.

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.

Reporting Owners 2