

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 Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ohser Peter E. | | (Month/Day/Year) | MONEYGRAM INTERNATIONAL INC [MGI] | |
| (Last) | (First) | 01/25/2013 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2828 NORTH HARWOOD STREET, 15TH FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| DALLAS, TX 75201 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | Senior VP of U.S. and Canada | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input 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) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁰⁾ | 2,380 ⁽¹⁰⁾ | D | Â |
| 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 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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (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) <u>(1)</u> | Â <u>(2)</u> | 02/15/2016 | Common Stock | 113 | \$ 217.96 | D | Â |
| Stock Option (right to buy) <u>(3)</u> | Â <u>(4)</u> | 02/14/2007 | Common Stock | 138 | \$ 234.04 | D | Â |
| Stock Option (right to buy) <u>(5)</u> | Â <u>(6)</u> | 05/26/2020 | Common Stock | 25,000 | \$ 21.44 | D | Â |
| Stock Option (right to buy) <u>(7)</u> | Â <u>(6)</u> | 02/15/2021 | Common Stock | 37,500 | \$ 23.28 | D | Â |
| Stock Option (right to buy) <u>(8)</u> | Â <u>(9)</u> | 11/17/2021 | Common Stock | 4,460 | \$ 17.03 | D | Â |

Reporting Owners

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

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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.

- (10) 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 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.