

MONEYGRAM INTERNATIONAL INC  
 Form 3  
 February 20, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 Skene-Stimac Phyllis		(Month/Day/Year)	MONEYGRAM INTERNATIONAL INC [MGI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/11/2014		
2828 N. HARWOOD, 15TH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
DALLAS, Â TX Â 75201			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			EVP, Global Compliance	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" 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 <sup>(1)</sup>	1,710	D	Â
Common Stock <sup>(2)</sup>	2,146	D	Â

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy) <u>(3)</u>	Ã <u>(4)</u>	02/15/2021	Common Stock	62,500	\$ 23.28	D	Ã
Stock Option (right to buy) <u>(5)</u>	Ã <u>(6)</u>	11/17/2021	Common Stock	3,220	\$ 17.03	D	Ã
Stock Option (right to buy) <u>(7)</u>	Ã <u>(6)</u>	02/26/2023	Common Stock	8,375	\$ 16.48	D	Ã

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Skene-Stimac Phyllis 2828 N. HARWOOD, 15TH FLOOR DALLAS, TX 75201	Ã	Ã	Ã	EVP, Global Compliance Ã

## Signatures

/s/ Corinna Ulrich, attorney-in-fact	02/20/2014
<u>  </u> *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) 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.

(2) Represents the target number of shares of common stock that can be awarded upon vesting of performance-based restricted stock units granted February 26, 2013 upon achieving a performance goal over the performance period of January 1, 2013 through December 31, 2015, with 50% of the restricted stock units vesting if the threshold performance goal is achieved and 100% of the restricted stock units vesting if the target performance goal is achieved as of December 31, 2015. If the threshold performance goal is not attained, the restricted stock units will not vest. Attainment between the threshold and target performance goals is subject to straight-line interpolation.

(3) Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated February 15, 2011.

(4) 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 MoneyGram International, Inc.'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 MoneyGram International, Inc.'s common stock closes at or above \$42.00 per share for 20 consecutive trading days during the five-year period following the grant date. If the shares of common stock of MoneyGram International, Inc. 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.

(5)

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Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated November 17, 2011.

- (6) Options will vest in four equal installments over four years on each anniversary of the grant date.
- (7) Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated February 26, 2013.

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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