

MONEYGRAM INTERNATIONAL INC
 Form 4
 February 26, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
PATSLEY PAMELA H

2. Issuer Name and Ticker or Trading Symbol
MONEYGRAM INTERNATIONAL INC [MGI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2828 N. HARWOOD ST., 15TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	02/24/2014		A	V	276,396 (1)	A	\$ 0 553,899 (2) D
Common Stock	02/24/2014		F	D	1,804 (3)	D	\$ 20.08 552,095 (5) D (4)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATSLEY PAMELA H 2828 N. HARWOOD ST. 15TH FLOOR DALLAS, TX 75201	X		Chairman and CEO	

Signatures

/s/ Corinna Ulrich,
attorney-in-fact

02/26/2014

__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 of common stock issuable upon vesting of 138,198 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 138,198 performance-based RSUs. The time-based RSUs vest in 3 equal installments on each anniversary of the grant date. The performance-based RSUs vest upon achieving certain performance goals, with up to 50% of such performance-based RSUs vesting if certain revenue targets from "self-service" transactions are achieved upon completion of the fiscal year ending Dec. 31, 2016, and with up to 50% of such performance-based RSUs vesting if certain Adjusted EBITDA growth performance goals are achieved over the three year period ending Dec. 31, 2016. No performance-based RSUs will vest unless a certain threshold goal of Adjusted EBITDA growth is achieved, and the "self-service" revenue performance-based RSUs are subject to a separate threshold requirement for a minimum amount of "self-service" revenue.
- (2) Includes 250,865 shares that may be issued upon vesting of previously granted performance-based restricted stock units.
- (3) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 4,299 performance-based RSUs that were granted on November 17, 2011. The Human Resources and Nominating Committee of the Board made the determination that such RSUs vested on February 24, 2014, based on the achievement of certain performance goals for the period from January 1, 2012 through December 31, 2013. 10,371 performance-based RSUs remain eligible for vesting under such award upon achieving the target performance goal over the performance period of January 1, 2012 through December 31, 2014. 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

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200% of the target number of RSUs, less the number of RSUs that vested for the period between January 1, 2012 through December 31, 2013.

- (4) The price was determined based on the closing price of \$20.08 per share of MoneyGram International, Inc.'s common stock on February 24, 2014.
- (5) Includes 246,566 shares that may be issued upon vesting of previously granted performance-based restricted stock units.

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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