

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 *
 Henry Francis Aaron

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 NORTH HARWOOD STREET, 15TH FLOOR
 (Street)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, GC & Corporate Secretary

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	(A) Amount 42,916 (1)	\$ 0 103,646 (2)	D	
Common Stock	02/24/2014		F	(D) Amount 1,640 (3)	\$ 20.08 102,006 (5) (4)	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 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 Reporting Transaction (Instr. 6)
				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
Henry Francis Aaron 2828 NORTH HARWOOD STREET, 15TH FLOOR DALLAS, TX 75201			EVP, GC & Corporate Secretary	

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 21,458 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 21,458 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 12/31/2016, 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 12/31/2016. 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 60,730 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 4,194 performance-based RSUs that were granted on 11/17/2011 (502 RSUs), 07/16/2012 (1,417 RSUs) and 08/21/2012 (2,275 RSUs). The Human Resources and Nominating Committee of the Board made the determination that such RSUs vested on 02/24/2014, based on the achievement of certain performance goals for the period from 01/01/2012 through 12/31/2013. 1,208, 3,419 and 5,489, respectfully, performance-based RSUs remain eligible for vesting under such awards upon achieving the target performance goal over the performance period of 01/01/2012 through 12/31/2014. 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 200% of the target number of RSUs, less the number of RSUs that vested for the period between 01/01/2012 through 12/31/2013.

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- (4) The price was determined based on the closing price of \$20.08 per share of MoneyGram International, Inc.'s common stock on 02/24/2014.
- (5) Includes 56,536 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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