

MONEYGRAM INTERNATIONAL INC

Form 4

May 20, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GSMP V ONSHORE US, LTD.

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)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2011

____ Director ____X__ 10% Owner
____ Officer (give title ____X__ Other (specify
below) below)

See footnotes (1), (2) and (3)

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

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

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)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Se (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title	
Series B-1 Part. Conv. Pref. Stk., par value \$0.01	(2)	05/18/2011	C		272,500	(2)	(2)	Series D Part. Conv. Pref. Stk., par value \$0.01
Series D Part. Conv. Pref. Stk., par value \$0.01	(2)	05/18/2011	C	157,685.7676		(2)	(2)	Common Stock
Series D Part. Conv. Pref. Stk., par value \$0.01	(2)	05/18/2011	J(2)	15,503.8002		(2)	(2)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSMP V ONSHORE US, LTD. 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)
GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)
GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)
GS MEZZANINE PARTNERS V ONSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)

GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.P. 200 WEST STREET NEW YORK, NY 10282	X	See footnotes (1), (2) and (3)
GS MEZZANINE PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282	X	See footnotes (1), (2) and (3)
GSMP V INSTITUTIONAL US, LTD. 200 WEST STREET NEW YORK, NY 10282	X	
GSMP V OFFSHORE US, LTD. 200 WEST STREET NEW YORK, NY 10282	X	
GS MEZZANINE PARTNERS V ONSHORE FUND, L.L.C. 200 WEST STREET NEW YORK, NY 10282	X	See footnotes (1), (2) and (3)

Signatures

See Exhibit 99.2 05/20/2011

__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) See Exhibit 99.1 for text of footnote 1.
- (2) See Exhibit 99.1 for text of footnote 2.
- (3) See Exhibit 99.1 for text of footnote 3.

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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