

MONEYGRAM INTERNATIONAL INC

Form 4

February 18, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ryan Anthony P

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)

1550 UTICA AVENUE
SOUTH, SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP Gen Mgr Global Funds Transf

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

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

MINNEAPOLIS, MN 55416

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/16/2005		F		370 ⁽¹⁾	D \$ 20.51	23,988 D
Common Stock ⁽²⁾	02/16/2005		A		3,400 A	\$ 0	27,388 D

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
required to respond unless the form
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(9-02)

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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)
Stock Options (right to buy) ⁽³⁾	\$ 20.51	02/16/2005		A	14,500	02/16/2006 ⁽⁴⁾ 02/16/2015	Common Stock 14,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ryan Anthony P 1550 UTICA AVENUE SOUTH SUITE 100 MINNEAPOLIS, MN 55416	VP Gen Mgr Global Funds Transf

Signatures

Claudia Saavedra for Anthony P. Ryan 02/18/2005

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).
- Shares were surrendered for payment of taxes in connection with the vesting of restricted stock granted by Viad Corp on January 1, 2004.
- (1) In a spin-off effective June 30, 2004, holders of Viad restricted stock received one share of MoneyGram restricted stock and one share of Viad restricted stock for each share of Viad restricted stock held.
 - (2) Restricted stock awarded pursuant to MoneyGram International, Inc. 2004 Omnibus Incentive Plan ("2004 Omnibus Plan").
 - (3) Non-qualified stock option granted pursuant to 2004 Omnibus Plan.
 - (4) The option vests in three equal annual installments beginning on February 16, 2006.

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.