

Allback Jeffrey J.
 Form 3
 September 07, 2012

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

OMB APPROVAL

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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 *

Â Allback Jeffrey J.
 (Last) (First) (Middle)

2828 NORTH HARWOOD STREET, 15TH FLOOR

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 09/05/2012

3. Issuer Name and Ticker or Trading Symbol

MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 EVP&Chief Information Officer

5. 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

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

1,000

I

By Jeffrey J. Allback & Debra D. Allback Trust

Common Stock ⁽¹⁾

2,290 ⁽¹⁾

D

Â

Common Stock

57

I

By 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy) ⁽²⁾	Â ⁽³⁾	05/10/2021	Common Stock	50,000	\$ 29.84	D	Â
Stock Option (right to buy) ⁽⁴⁾	Â ⁽⁵⁾	11/17/2021	Common Stock	4,290	\$ 17.03	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allback Jeffrey J. 2828 NORTH HARWOOD STREET, 15TH FLOOR DALLAS, TX 75201	Â	Â	Â	EVP&Chief Information Officer Â

Signatures

/s/ Corinna Ulrich,
attorney-in-fact

09/07/2012

**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 as of the date of this report 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) Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated May 10, 2011.
- (3) 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 the Corporation's common stock closes at or above \$36.00 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 the Corporation'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 the Corporation 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.
- (4) 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.
- (5) Options will vest in four equal installments over four years on each anniversary of the grant date.

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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