

MONEYGRAM INTERNATIONAL INC
 Form 4/A
 February 18, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Johnson Teresa 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)
 1550 UTICA AVE. SO., SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, General Counsel, Sect

MINNEAPOLIS, MN 55416
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/12/2004

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 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)
Common Stock ⁽¹⁾	06/30/2004 ⁽¹⁾	⁽¹⁾	J	V Amount 11,012 ⁽²⁾	(A) or (D) A ⁽¹⁾ Price <u>(1)</u>	11,012 ⁽¹⁾ ⁽²⁾	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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 (Instr. 6)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Teresa H 1550 UTICA AVE. SO. SUITE 100 MINNNEAPOLIS, MN 55416			VP, General Counsel, Sect	

Signatures

Claudia Saavedra for Teresa H. Johnson	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).
- (1) In a spin-off effective on June 30, 2004, Viad Corp ("Viad") distributed to its stockholders the shares of MoneyGram International, Inc. ("MGI"). At the time of the spin-off, holders of Viad stock received one share of MGI stock for each Viad share held on the record date of June 24, 2004. In addition, (a) all outstanding options to purchase Viad common stock were adjusted to consist of options to purchase Viad common stock and MGI common stock; (b) holders of stock units under deferred compensation plans of Viad received one MGI stock unit for each Viad stock unit held on the record date; and (c) holders of Viad restricted stock received one share of MGI restricted stock for each Viad share of restricted stock held on the record date. The securities ownership of the reporting person listed herein consists of the securities of MGI held immediately following the spin-off as a result of the spin-off distribution. The transaction is exempt pursuant to Rule 16a-9(a).
- (2) The total number of securities beneficially owned by the reporting person is amended from 11,412, as reported in the original Form 4, to 11,012. The totals reported in Box 5 of subsequent Form 4s are also decreased accordingly hereby.

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.