

MONEYGRAM INTERNATIONAL INC

Form 4

February 26, 2014

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Holmes W. Alexander

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)

3. Date of Earliest Transaction

(Month/Day/Year)

02/24/2014

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

EVP, CFO and COO

2828 NORTH HARWOOD
STREET, 15TH FLOOR

(Street)

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

DALLAS, TX 75201

(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) or (D) Amount (1) 56,026	\$ 0 116,747 (2)	D	
Common Stock	02/24/2014		F	(3) 1,424	(4) \$ 20.08 115,323 (5)	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)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Holmes W. Alexander 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201	EVP, CFO and COO

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 28,013 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 28,013 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 58,977 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 3,681 performance-based RSUs that were granted on 11/17/2011 (1,290 RSUs) and 03/21/2012 (2,391 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. 3,110 and 5,766, respectively, performance-based RSUs remain eligible for vesting under such award 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

Edgar Filing: MONEYGRAM INTERNATIONAL INC - Form 4

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.

(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 55,296 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.

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.