

MONEYGRAM INTERNATIONAL INC  
 Form 4  
 November 28, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/23/2011

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Other (specify below)  
 See (1), (2) and (4)

NEW YORK, NY 10282

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

(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)
Common Stock, par value #0.01				(A) or (D) Code V Amount (D) Price	28,128	I	See footnotes (1) (4)

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. Amount or Number of Shares
Series D Part. Conv. Pref. Stk., par value \$0.01	(2)	11/23/2011		S	60,000 (3)	(2) (2)	Common Stock	7,500,000

## Reporting Owners

Reporting Owner Name / Address	Relationships	
	Director	10% Owner
GSMP V ONSHORE 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
GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X
GS MEZZANINE PARTNERS V OFFSHORE FUND, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X
GS MEZZANINE PARTNERS V ONSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X
GS MEZZANINE PARTNERS V INSTITUTIONAL FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X
		X

GS MEZZANINE PARTNERS V OFFSHORE FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		See footnotes (1), (2) and (4)
GSMP V OFFSHORE US, LTD. 200 WEST STREET NEW YORK, NY 10282	X	See footnotes (1), (2) and (4)
GSMP V INSTITUTIONAL US, LTD. 200 WEST STREET NEW YORK, NY 10282	X	See footnotes (1), (2) and (4)

## Signatures

See Exhibit 99.2                      11/28/2011

\_\_Signature of                      Date  
Reporting Person

## 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.
  - (4) See Exhibit 99.1 for text of footnote 4.

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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