

Hill Theodore L.
Form 3
February 20, 2009

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Hill Theodore L. | | (Month/Day/Year) | MONEYGRAM INTERNATIONAL INC [MGI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 1550 UTICA AVENUE SOUTH | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| MINNEAPOLIS, MN 55416 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | VP, Global Services | |

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 | 3,186 | I | By 401(k) |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------|------------------|------------|--------------|--------|------------|-------------------|---|
| Option (right to buy) ⁽¹⁾ | 05/10/2001 | 05/10/2009 | Common Stock | 700 | \$ 22.4616 | D | Â |
| Option (right to buy) ⁽¹⁾ | 02/17/2002 | 02/17/2010 | Common Stock | 1,700 | \$ 18.6069 | D | Â |
| Option (right to buy) ⁽¹⁾ | 02/15/2003 | 02/15/2011 | Common Stock | 3,025 | \$ 19.1875 | D | Â |
| Option (right to buy) ⁽¹⁾ | 03/26/2004 | 03/26/2012 | Common Stock | 2,600 | \$ 20.7979 | D | Â |
| Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 02/18/2011 | Common Stock | 2,500 | \$ 19.3208 | D | Â |
| Option (right to buy) ⁽³⁾ | Â ⁽⁴⁾ | 02/16/2015 | Common Stock | 4,700 | \$ 20.51 | D | Â |
| Option (right to buy) ⁽⁵⁾ | Â ⁽⁶⁾ | 02/15/2016 | Common Stock | 6,500 | \$ 27.245 | D | Â |
| Option (right to buy) ⁽⁵⁾ | Â ⁽⁷⁾ | 02/14/2017 | Common Stock | 4,600 | \$ 29.255 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hill Theodore L. 1550 UTICA AVENUE SOUTH MINNEAPOLIS, MN 55416 | Â | Â | Â VP, Global Services | Â |

Signatures

Teresa H. Johnson on behalf of Theodore L. Hill 02/20/2009

__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).

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 option vests in five equal installments beginning on February 18, 2005.

(3) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2004 Omnibus Incentive Plan.

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- (4) The option vests in three equal annual installments beginning on February 16, 2006.
- (5) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2005 Omnibus Incentive Plan.
- (6) The option vests in three equal annual installments beginning on February 15, 2007.
- (7) The option vests in three equal annual installments beginning on February 14, 2008.

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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