

Henry Francis Aaron
 Form 3
 July 13, 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Henry Francis Aaron | | (Month/Day/Year) | MONEYGRAM INTERNATIONAL INC [MGI] | |
| (Last) | (First) | (Middle) | 07/06/2012 | |
| 2828 NORTH HARWOOD STREET, 15TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS,Â TXÂ 75201 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP and Acting General Counsel | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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⁾ | 1,710 ⁽¹⁾ | D | Â |

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option (right to buy) ⁽²⁾ | Â ⁽³⁾ | 02/15/2021 | Common Stock | 62,500 | \$ 23.28 | D | Â |
| Stock Option (right to buy) ⁽⁴⁾ | Â ⁽⁵⁾ | 11/17/2021 | Common Stock | 3,220 | \$ 17.03 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Henry Francis Aaron 2828 NORTH HARWOOD STREET, 15TH FLOOR DALLAS, TX 75201 | Â | Â | Â SVP and Acting General Counsel | Â |

Signatures

/s/ Corinna Ulrich,
attorney-in-fact

07/13/2012

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).

- 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.
- (1) Non-qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Stock Option Agreement dated February 15, 2011. 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 \$32.00 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.
 - (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 February 15, 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 \$32.00 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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