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MONEYGRAM INTERNATIONAL INC

Form 4

February 26, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

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obligations may continue.

02/25/2015

Stock

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ado Piano Steven	dress of Repor	rting Person *	2. Issuer Name and Ticker or Trading Symbol MONEYGRAM INTERNATIONAL	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 2828 NORTH HARWOOD STREET, 15TH FLOOR		OD (INC [MGI] 3. Date of Earliest Transaction (Month/Day/Year) 02/24/2015	Director 10% Owner Selection Other (specify below) Below) EVP, HR & Corporate Services			
DALLAS, TX	(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			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	Securities Acquired, Disposed of, or Beneficially Owned			

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed Lambda 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/24/2015		Code V	Amount 1,871 (1)	(D)	Price \$ 8.59 (2)	89,921 (3)	D		
Common	02/25/2015		٨	102,154	٨	٠,٥	102 075 (3)	D		

(4)

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

A

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 $192,075 \frac{(3)}{}$

D

\$0

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Other Director 10% Owner Officer

Piano Steven 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201

EVP, HR & Corporate Services

Relationships

Signatures

/s/ Corinna Ulrich, 02/26/2015 attorney-in-fact

**Signature of 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).
- Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 6,840 time-based RSUs that **(1)** were granted on February 24, 2014.
- The price was determined based on the closing price of \$8.59 per share of MoneyGram International, Inc.'s common stock on February **(2)** 24, 2015.
- (3) Includes 82,433 shares that may be issued upon vesting of previously granted performance-based and time-based restricted stock units.
 - Represents the number of shares of common stock issuable upon vesting of 51,077 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 51,077 performance-based RSUs. The time-based RSUs vest in 3 equal installments on each anniversary of the grant date. The performance-based RSUs vest in three equal installments on each anniversary of the grant date
- (4) if certain performance goals are achieved, with up to 50% of the performance-based RSUs vesting over such three year period if a target level of Adjusted EBITDA is achieved for the year ended December 31, 2015 and up to 50% of the performance-based RSUs vesting over such three year period if a target level of self-service revenue is achieved for the year ended December 31, 2015. No performance-based RSUs will vest unless the threshold level of Adjusted EBITDA is achieved.

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.

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