

Piano Steven
Form 4
February 28, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Piano Steven

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)
2828 NORTH HARWOOD STREET, 15TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, HR & Corporate Services

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | | A | | 21,250 ⁽¹⁾ | A | \$ 0 27,330 ⁽²⁾ D |
| Common Stock ⁽³⁾ | 02/26/2013 | | A | | 26,563 ⁽³⁾ | A | \$ 0 53,893 ⁽²⁾ D |

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

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SEC 1474 (9-02)

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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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽⁴⁾ | \$ 16.48 | 02/26/2013 | | A | 27,640 | ⁽⁵⁾ 02/26/2023 | Common Stock | 27,640 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Piano Steven 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201 | | | EVP, HR & Corporate Services | |

Signatures

/s/ Corinna Ulrich,
attorney-in-fact

02/28/2013

**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 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 performance goals over the performance period of January 1, 2013 through December 31, 2015, with 50% of the restricted stock units vesting if the threshold performance goal is achieved and 100% of the restricted stock units vesting if the target performance goal is achieved as of December 31, 2015. If the threshold performance goal is not attained, the restricted stock units will not vest. Attainment between the threshold and target performance goals is subject to straight-line interpolation.
 - (2) Includes 4,400 previously granted shares that can be awarded upon vesting of performance-based restricted stock units.
 - (3) 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 a performance goal over the performance period of January 1, 2013 through December 31, 2015, with 100% of the restricted stock units vesting if the target performance goal is achieved as of December 31, 2015. If the target performance goal is not attained, the restricted stock units will not vest.
 - (4) Non-Qualified stock option granted pursuant to the MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to a Global Stock Option Agreement dated February 26, 2013.
 - (5) Options will vest in four equal installments over four years on each anniversary of the grant date.

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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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