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MONEYGRAM INTERNATIONAL INC Form 4 February 25, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Angelilli Lawrence Issuer Symbol MONEYGRAM INTERNATIONAL (Check all applicable) INC [MGI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_Officer (give title (Month/Day/Year) below) below) 2828 NORTH HARWOOD 02/23/2016 **EVP** Chief Financial Officer STREET, 15TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75201 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1.Title of 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D) Common 93.012 02/23/2016 \$0 115,001 (2) A A D (1)Stock

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.

 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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or	5		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
					Disposed of (D) (Instr. 3, 4, and 5)						Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	Dene	dina O									

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Reporting Owners

Reporting Owner Name / Address	Relationships							
To Porting O When Finance / Francess	Director	10% Owner	Officer	Other				
Angelilli Lawrence 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201			EVP Chief Financial Officer					
Signatures								
/s/ Francis Aaron Henry, attorney-in-fact	02	2/25/2016						
**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).

Represents the number of shares of common stock issuable upon vesting of 77,510 time-based RSUs and the target number of shares of common stock eligible to be issued upon vesting of 15,502 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.

- (1) on each anniversary of the grant date. The performance-based RSOs vest in three equal instantients on each anniversary of the grant date and 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, 2016 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, 2016.
- (2) Includes 21,152 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.

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.