

Holmes W. Alexander
 Form 4
 February 26, 2018

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 *
 Holmes W. Alexander

2. Issuer Name and Ticker or Trading Symbol
 MONEYGRAM INTERNATIONAL INC [MGI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Last) (First) (Middle)
 2828 NORTH HARWOOD STREET, 15TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2018

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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2018		F		20,545	D		\$ 11.31	570,317 ⁽³⁾	D	
					<u>(1)</u>			<u>(2)</u>			
Common Stock	02/23/2018		F		44,592	D		\$ 11.27	525,725 ⁽⁶⁾	D	
					<u>(4)</u>			<u>(5)</u>			
Common Stock	02/25/2018		F		19,107	D		\$ 11.33	506,618 ⁽⁹⁾	D	
					<u>(7)</u>			<u>(8)</u>			

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holmes W. Alexander 2828 NORTH HARWOOD STREET 15TH FLOOR DALLAS, TX 75201	X		Chairman and CEO	

Signatures

/s/ Francis Aaron Henry,
attorney-in-fact

02/26/2018

__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 number of shares withheld for the payment of tax liabilities in connection with the vesting of 37,960 time-based RSUs and 14,249 performance-based RSUs that were granted on February 22, 2017.
- (2) The price was determined based on the closing price of \$11.31 per share of MoneyGram International, Inc.'s common stock on February 22, 2018.
- (3) Includes 380,010 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.
- (4) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 95,050 time-based RSUs and 18,268 performance-based RSUs that were granted on February 23, 2016.
- (5)

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The price was determined based on the closing price of \$11.27 per share of MoneyGram International, Inc.'s common stock on February 23, 2018.

- (6) Includes 266,692 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.
- (7) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 24,302 time-based RSUs and 24,254 performance-based RSUs that were granted on February 25, 2015.
- (8) The price was determined based on the closing price of \$11.33 per share of MoneyGram International, Inc.'s common stock on February 26, 2018, the next business day after the vesting date.
- (9) Includes 218,136 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.

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