

PATSLEY PAMELA H

Form 4

February 28, 2013

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PATSLEY PAMELA H

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 N. HARWOOD ST., 15TH
FLOOR

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(Street)
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)
Common Stock ⁽¹⁾	02/26/2013		A	Amount ⁽¹⁾ 104,975	(A) or (D) A \$ 0 146,283 ⁽²⁾	D	
Common Stock ⁽³⁾	02/26/2013		A	Amount ⁽³⁾ 131,220	A \$ 0 277,503 ⁽²⁾	D	

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.**

SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽⁴⁾	\$ 16.48	02/26/2013		A		136,543		<u>(5)</u>	02/26/2023	Common Stock	136,543

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATSLEY PAMELA H 2828 N. HARWOOD ST. 15TH FLOOR DALLAS, TX 75201	X		Chairman and CEO	

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).

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

(1) 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 14,670 previously granted shares that can be awarded upon vesting of performance-based restricted stock units.

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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: PATSLEY PAMELA H - Form 4

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.