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Form 4										
August 13, 200								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								N OMB	3235-0287	
Check this l	oox	Washington, D.C. 20549					Number:	January 31,		
if no longer subject to Section 16. Form 4 or Form 5	SIAIEN		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					Estimated burden hoi response	2005 average urs per	
obligations may continu <i>See</i> Instruct 1(b).	ue. Section 17(a) of the H	Public U	Jtility Ho	lding Co		t of 1935 or Secti			
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> Woods Jeffrey R.			2. Issuer Name and Ticker or Trading Symbol MONEYGRAM INTERNATIONA			5. Relationship of Reporting Person(s) to Issuer				
		INC [MGI]					heck all applicable)			
				3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner Officer (give title Other (specify below) below)			
1550 UTICA SOUTH, SUIT			08/11/2	2009			,	EVP and CFO		
	(Street)	-		endment, I onth/Day/Ye	-	al	6. Individual or Applicable Line) _X_ Form filed by Form filed by		erson	
	LIS, MN 55416						Person			
(City)	(State)	(Zip)		ole I - Non-	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date Ionth/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	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	(D) Price	(
Reminder: Report	t on a separate line	e for each cla	ass of sec	urities bene	-	-	-	ation of (NEC 1474	
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	Beneficially Owner securities)	d		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Yea Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy) (1)	\$ 2.3	08/11/2009		A	4,250,000		(2)	08/11/2019	Common Stock	4,250,0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Woods Jeffrey R. 1550 UTICA AVENUE SOUTH SUITE 100 MINNEAPOLIS, MN 55416			EVP and CFO					
Signatures								
Teresa H. Johnson on behalf of Je. Woods	ffrey R.		08/13/2009					

**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) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2005 Omnibus Incentive Plan, as amended, pursuant to the Non-Qualified Stock Option Agreement dated August 11, 2009.

Options for 50% of the shares are considered "Time Vested" and options for 50% of the shares are considered "Performance Vested." The Time Vested options will vest in equal installments over five years on the anniversary of the grant date. The Performance Vested options will vest as follows: Options for 50% of the shares will vest when the value of the common stock of the Corporation has reached \$3.50

(2) per share for a period of 20 consecutive trading days during the 5-year period following the grant date; and options for 50% of the shares will vest when the value of the common stock of the Corporation has reached \$5.25 per share for a period of 20 consecutive trading days during the 5-year period following the grant date. If the shares of common stock of the Corporation are not publicly traded, then vesting for the options that are Performance Vested will be vested in the manner set forth in the stock option agreement.

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.