

Angelilli Lawrence
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 *
Angelilli Lawrence

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)
EVP Chief Financial Officer

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

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

DALLAS, TX 75201
(City) (State) (Zip)

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

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 or Price (A) or (D)		
Common Stock	02/22/2018		F		3,946 (1) \$ 11.31 (2)	D	
Common Stock	02/23/2018		F		7,493 (4) \$ 11.27 (5)	D	
Common Stock	02/25/2018		F		1,312 (7) \$ 11.33 (8)	D	

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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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, 02/26/2018
attorney-in-fact

__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 11,780 time-based RSUs and 4,422 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 99,448 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 25,811 time-based RSUs and 4,960 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 68,677 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 2,695 time-based RSUs and 2,689 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 63,293 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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