

Hempsey John  
 Form 3  
 February 25, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Hempsey John		(Month/Day/Year)	MONEYGRAM INTERNATIONAL INC [MGI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1550 UTICA AVENUE			(Check all applicable)	
SOUTH, SUITE 100			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
MINNEAPOLIS, MN 55416			CEO - MGI Limited 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,453	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Hempsey John - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (right to buy) <u>(1)</u>	05/13/2006	05/13/2013	Common Stock	5,000	\$ 15.5746	D	Â
Option (right to buy) <u>(1)</u>	02/18/2009	02/18/2011	Common Stock	8,000	\$ 19.3208	D	Â
Option (right to buy) <u>(2)</u>	02/16/2008	02/16/2015	Common Stock	4,400	\$ 20.51	D	Â
Option (right to buy) <u>(3)</u>	02/15/2009	02/15/2016	Common Stock	8,800	\$ 27.245	D	Â
Option (right to buy) <u>(3)</u>	Â <u>(4)</u>	02/14/2017	Common Stock	7,400	\$ 29.255	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hempsey John 1550 UTICA AVENUE SOUTH SUITE 100 MINNEAPOLIS, MN 55416	Â	Â	Â CEO - MGI Limited	Â

## Signatures

Teresa H. Johnson on behalf of John Hempsey 02/25/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

In a spin-off effective on June 30, 2004, Viad Corp ("Viad") distributed to its stockholders the shares of MoneyGram International, Inc. ("MGI"). At the time of the spin-off, holders of Viad stock received one share of MGI stock for each Viad share held on the record date of June 24, 2004. In addition, (a) all outstanding options to purchase Viad common stock were adjusted to consist of options to purchase Viad common stock and MGI common stock; (b) holders of stock units under deferred compensation plans of Viad received one MGI stock unit for each Viad stock unit held on the record date; and (c) holders of Viad restricted stock received one share of MGI restricted stock for each Viad share of restricted stock held on the record date. The securities ownership of the reporting person listed herein consists of the securities of MGI held immediately following the spin-off as a result of the spin-off distribution. The transaction is exempt pursuant to Rule 16a-9(a).

(2) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2004 Omnibus Incentive Plan.

(3) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2005 Omnibus Incentive Plan.

(4) The option vests in three equal annual installments beginning on February 14, 2008.

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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