

MONEYGRAM INTERNATIONAL INC

Form 3

April 07, 2008

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 *

Â GOLDMAN SACHS GROUP
INC

(Last) (First) (Middle)

85 BROAD ST

(Street)

NEW YORK,Â NYÂ 10004

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/25/2008

3. Issuer Name and Ticker or Trading Symbol

MONEYGRAM INTERNATIONAL INC [MGI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____X__ Other
(give title below) (specify below)
See (1), (2) and (3)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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)

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series B-1 Part. Conv. Pref. Stk, par value \$0.01	Â (3)	Â (3)	Series D Part. Conv. Pref. Stk, par value \$0.01 (2)	109,000	\$ 0 (3)	I	See (1) (4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GSCP VI Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Capital Partners VI Fund, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Advisors VI, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GSCP VI Offshore Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Capital Partners VI Offshore Fund, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GOLDMAN SACHS MANAGEMENT GP GMBH 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Capital Partners VI Parallel LP 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)
GS Capital Partners VI GmbH & Co KG 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	See (1), (2) and (3)

Signatures

See Exhibit 99.2

04/08/2008

 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).

(1) See Exhibit 99.1 for text of footnote 1.

(2) See Exhibit 99.1 for text of footnote 2.

(3) See Exhibit 99.1 for text of footnote 3.

(4) See Exhibit 99.1 for text of footnote 4.

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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