

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Holmes W. Alexander</u> <hr/> (Last) (First) (Middle) 2828 NORTH HARWOOD STREET 15TH FLOOR <hr/> (Street) DALLAS TX 75201 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MONEYGRAM INTERNATIONAL INC [MGI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2018		F		20,545 ⁽¹⁾	D	\$11.31 ⁽²⁾	570,317 ⁽³⁾	D	
Common Stock	02/23/2018		F		44,592 ⁽⁴⁾	D	\$11.27 ⁽⁵⁾	525,725 ⁽⁶⁾	D	
Common Stock	02/25/2018		F		19,107 ⁽⁷⁾	D	\$11.33 ⁽⁸⁾	506,618 ⁽⁹⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 37,960 time-based RSUs and 14,249 performance-based RSUs that were granted on February 22, 2017.
- 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.
- Includes 380,010 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.
- Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 95,050 time-based RSUs and 18,268 performance-based RSUs that were granted on February 23, 2016.
- 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.
- Includes 266,692 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.
- Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 24,302 time-based RSUs and 24,254 performance-based RSUs that were granted on February 25, 2015.
- 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.
- Includes 218,136 shares that may be issued upon vesting of previously granted performance-based and time-based RSUs.

Remarks:

/s/ Francis Aaron Henry, 02/26/2018
attorney-in-fact

** Signature of Reporting Person Date

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

* 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).

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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