

MONEYGRAM INTERNATIONAL INC
 Form 4
 May 20, 2011

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 *
 THOMAS H. LEE ADVISORS, LLC

2. Issuer Name and Ticker or Trading Symbol
 MONEYGRAM INTERNATIONAL INC [MGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

100 FEDERAL STREET, 35TH FLOOR

(Street)

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

BOSTON, MA 02110

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/18/2011		M		279,074,306	A	\$ 2.5
Common Stock - See Note (2)	05/18/2011		A		27,438,825	A	(2) 306,513,131

See Note (1)

See Note (1)

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

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number.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Series B Participating Convertible Preferred Stock	\$ 2.5	05/18/2011		M	482,274.016	(5)	(3)	Common Stock	27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS H. LEE ADVISORS, LLC 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X	X		
THL Equity Advisors VI, LLC 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X	X		
Thomas H. Lee Equity Fund VI, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X	X		
Thomas H. Lee Parallel Fund VI, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X	X		

Signatures

THOMAS H. LEE ADVISORS, LLC, /s/ Charles Holden, Managing Director

05/20/2011

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

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

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- (3) See Exhibit 99.1 for text of footnote (3)
- (4) See Exhibit 99.1 for text of footnote (4)
- (5) See Exhibit 99.1 for text of footnote (5)

Remarks:

Exhibits 99.1 (Footnotes to Form 4) and 99.2 (Joint Filer Information) are incorporated herein by reference.

This statement is being filed by Thomas H. Lee Advisors, LLC ("Advisors"), THL Equity Advisors VI, LLC ("Advisors VI"),

Pursuant to the Issuer's Amended and Restated Certificate of Incorporation, as amended, and that certain Amended and Restated

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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