

MONEYGRAM INTERNATIONAL INC  
 Form 4  
 February 17, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KRUEGER ROBERT C**

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)  
**P.O. BOX 311717**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/15/2006**

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

**NEW**  
**BRAUNFELS, TX 78131-1717**  
 (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 Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                                       | (D) | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|--|--------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|---|--|--------------------------|

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| Security (Instr. 3)                        | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (In         |              |                            |
|--|--|----------------------|-----------------|---|------------------|------------------|-----------------|--------------|----------------------------|
|  |  |                      | Code V          | (A)   | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option (right to buy) <sup>(1)</sup> | \$ 27.245                                | 02/15/2006           | A               | 2,500   |                  | <u>(2)</u>       | 02/15/2016      | Common Stock | 2,500                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KRUEGER ROBERT C<br>P.O. BOX 311717<br>NEW BRAUNFELS, TX 78131-1717 |               | X         |         |       |

## Signatures

Clauida Saavedra on behalf of Robert C. Krueger 02/17/2006

\_\_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) Non-qualified stock option granted pursuant to MoneyGram International, Inc. 2005 Omnibus Incentive Plan.
- (2) The option vests in three equal annual installments beginning on February 15, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.