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 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)

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)		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)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(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)

Reporting Owners

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