

GS Capital Partners VI Parallel LP  
 Form 4  
 May 20, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**GOLDMAN SACHS GROUP INC**

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)  
 200 WEST STREET,  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
 See footnotes (1), (2) and (3)

NEW YORK, NY 10282

4. 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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series B-1 Part. Conv. Pref. Stk., par value \$0.01	<u>(2)</u>	05/18/2011	C			272,500	<u>(2)</u>	<u>(2)</u>	Series D Part. Conv. Pref. Stk., par value \$0.01
Series D Part. Conv. Pref. Stk., par value \$0.01	<u>(2)</u>	05/18/2011	C		157,685.7676		<u>(2)</u>	<u>(2)</u>	Common Stock
Series D Part. Conv. Pref. Stk., par value \$0.01	<u>(2)</u>	05/18/2011	J <sup>(2)</sup>		15,503.8002		<u>(2)</u>	<u>(2)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)
GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)
GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282		X		See footnotes (1), (2) and (3)
GS Advisors VI, L.L.C. 200 WEST STREET		X		See footnotes (1), (2) and (3)

