

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
 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.

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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 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 ⁽²⁾		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)

NEW YORK, NY 10282

GOLDMAN, SACHS MANAGEMENT GP GMBH
 MESSETURM
 FRIEDRICH-EBERT-ANLAGE 49
 FRANKFURT AM MAIN 60323, 2M 2M 0000

X See footnotes (1), (2) and (3)

GS Capital Partners VI Fund, L.P.
 200 WEST STREET
 NEW YORK, NY 10282

X See footnotes (1), (2) and (3)

GS Capital Partners VI Offshore Fund, L.P.
 200 WEST STREET
 NEW YORK, NY 10282

X See footnotes (1), (2) and (3)

GS Capital Partners VI GmbH & Co KG
 200 WEST STREET
 NEW YORK, NY 10282

X See footnotes (1), (2) and (3)

GS Capital Partners VI Parallel LP
 200 WEST STREET
 NEW YORK, NY 10282

X See footnotes (1), (2) and (3)

Signatures

See Exhibit 99.2 05/20/2011

 **Signature of Date
 Reporting Person

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.
- (3) See Exhibit 99.1 for text of footnote 3.

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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