

Western Union CO
Form 4
October 03, 2006

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 *
MARSH IAN K

(Last) (First) (Middle)
12500 EAST BELFORD AVENUE
(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Western Union CO [WU]

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP & Mngng Dir. Asia Pac. Reg

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	09/29/2006		A		21,803 (1)	A	\$ 0 25,552 (2) D

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)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 19.13	09/29/2006		A	157,787	<u>(3)</u>	09/29/2016	Common Stock	157,787
Employee Stock Option (Right to Buy)	\$ 18.66	09/29/2006		A	76,842 <u>(4)</u>	<u>(5)</u>	03/01/2014	Common Stock	76,842
Employee Stock Option (Right to Buy)	\$ 19.07	09/29/2006		A	43,910 <u>(4)</u>	<u>(5)</u>	12/08/2014	Common Stock	43,910
Employee Stock Option (Right to Buy)	\$ 20.01	09/29/2006		A	37,323 <u>(4)</u>	<u>(6)</u>	02/08/2016	Common Stock	37,323

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSH IAN K 12500 EAST BELFORD AVENUE ENGLEWOOD, CO 80112			EVP & Mngng Dir. Asia Pac. Reg	

Signatures

/s/ Sarah J. Kilgore as Attorney-in-Fact for Ian K. Marsh
 10/03/2006
 **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).

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- (1) Grant of restricted stock units which vest in full, if the executive is still employed by the Company at the time, on the third anniversary of the date of grant.
- (2) Includes 3,749 shares acquired in connection with the distribution by First Data Corporation of shares of common stock of The Western Union Company.
- (3) This option vests in four equal annual installments beginning on September 29, 2007.
Represents option acquired by reporting person as a result of the adjustment of an option to purchase shares of First Data Corporation
- (4) common stock held by the reporting person. This adjustment occurred pursuant to the terms of the Employee Matters Agreement, dated September 29, 2006, between The Western Union Company and First Data Corporation.
- (5) This option is presently exercisable in full.
- (6) This option vests in four equal annual installments beginning on February 8, 2007.

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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