

MONEYGRAM INTERNATIONAL INC
 Form 3/A
 February 18, 2005

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Stemper Cindy J | | (Month/Day/Year) | MONEYGRAM INTERNATIONAL INC [MGI] | |
| (Last) | (First) | (Middle) | 06/30/2004 | |
| 1550 UTICA AVENUE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| SOUTH, SUITE 100 | | | | 07/12/2004 |
| (Street) | | (Check all applicable) | | |
| MINNEAPOLIS, MN 55416 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP Human Resources, Facilities | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 14,570 ⁽²⁾ | D | |

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

SEC 1473 (7-02)

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.

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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Stemper Cindy J 1550 UTICA AVENUE SOUTH SUITE 100 MINNEAPOLIS, MN 55416 | ^ | ^ | ^ VP Human Resources, Facilities | ^ |

Signatures

Claudia Saavedra for Cindy J. Stemper 02/18/2005

__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).

- In a spin-off effective on June 30, 2004, Viad Corp ("Viad") distributed to its stockholders the shares of MoneyGram International, Inc. ("MGI"). At the time of the spin-off, holders of Viad stock received one share of MGI stock for each Viad share held on the record date of June 24, 2004. In addition, (a) all outstanding options to purchase Viad common stock were adjusted to consist of options to purchase Viad common stock and MGI common stock; (b) holders of stock units under deferred compensation plans of Viad received one MGI stock unit for each Viad stock unit held on the record date; and (c) holders of Viad restricted stock received one share of MGI restricted stock for each Viad share of restricted stock held on the record date. The securities ownership of the reporting person listed herein consists of the securities of MGI held immediately following the spin-off as a result of the spin-off distribution. The transaction is exempt pursuant to Rule 16a-9(a).
- (1)
- (2) The total number of securities beneficially owned by the reporting person is amended from 14,904, as reported in the original Form 3, to 14,570. The totals reported in Box 5 of subsequent Form 4s are also decreased accordingly hereby.

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.