

MONEYGRAM INTERNATIONAL INC  
 Form 4  
 June 06, 2007

**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 \*  
 ROCK DOUGLAS L

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/05/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SMITH INTERNATIONAL, INC., 16740 HARDY STREET

(Street)

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

HOUSTON, TX 77032

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price			
Common Stock	06/05/2007		M		3,100	A	\$ 22.4616	25,600	D	
Common Stock	06/05/2007		M		3,700	A	\$ 18.6069	29,300	D	
Common Stock	06/05/2007		M		5,000	A	\$ 19.1875	34,300	D	
Common Stock	06/05/2007		M		5,000	A	\$ 19.0048	39,300	D	
Common Stock	06/05/2007		M		5,000	A	\$ 15.6165	44,300	D	

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

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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 (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)	8. Amount or Number of Shares
Options (right to buy)	\$ 22.4616	06/05/2007		M	3,100	05/11/2001 05/10/2009	Common Stock	3,100
Options (right to buy)	\$ 18.6069	06/05/2007		M	3,700	02/18/2002 02/17/2010	Common Stock	3,700
Options (right to buy)	\$ 19.1875	06/05/2007		M	5,000	02/16/2003 02/15/2011	Common Stock	5,000
Options (right to buy)	\$ 19.0048	06/05/2007		M	5,000	02/22/2004 02/21/2012	Common Stock	5,000
Options (right to buy)	\$ 15.6165	06/05/2007		M	5,000	02/20/2006 02/19/2013	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCK DOUGLAS L SMITH INTERNATIONAL, INC. 16740 HARDY STREET HOUSTON, TX 77032	X			

## Signatures

Teresa H. Johnson on behalf of Douglas L.  
Rock

06/06/2007

\_\_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).

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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