

TOTAL SYSTEM SERVICES INC

Form 4

November 03, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOMLINSON PHILIP W

2. Issuer Name **and** Ticker or Trading
Symbol
TOTAL SYSTEM SERVICES INC
[TSS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
P. O. BOX 2506
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2015

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

COLUMBUS, GA 31902-2506

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/30/2015		M	89,712	A \$ 28.91	343,342	D
Common Stock	10/30/2015		S	89,712 (1)	D \$ 52.778 (1)	253,630	D
Common Stock	10/30/2015		M	29,322	A \$ 33.36	282,952	D
Common Stock	10/30/2015		S	29,322 (2)	D \$ 52.596 (2)	253,630	D
	10/30/2015		M	139,300	A \$ 23.66	392,930	D

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Common
Stock

Common Stock	10/30/2015	S	139,300 (3)	D	\$ 52.805 (3)	253,630	D
Common Stock	11/02/2015	M	48,801	A	\$ 21.88	302,431	D
Common Stock	11/02/2015	S	48,801 (4)	D	\$ 52.492 (4)	253,630	D
Common Stock	11/02/2015	M	211,737	A	\$ 15.66	465,367	D
Common Stock	11/02/2015	S	211,737 (5)	D	\$ 52.539 (5)	253,630	D

Common Stock						146,340	I	By Grantor Retained Annuity Trust
Common Stock						126,183	I	By Spouse

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 (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 Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security
Employee Stock Options (right to buy)	\$ 28.91	10/30/2015		M	89,712 (6)	01/15/2008(6) 01/30/2016	Common Stock	89,712

Employee

Stock

Options
(right to
buy)

\$ 33.36

10/30/2015

M

29,322
(7)01/31/2008⁽⁷⁾

01/30/2017

Common
Stock

29

Employee

Stock

Options
(right to
buy)

\$ 23.66

10/30/2015

M

139,300
(7)03/31/2009⁽⁷⁾

03/30/2018

Common
Stock

139

Employee

Stock

Options
(right to
buy)

\$ 21.88

11/02/2015

M

48,801
(7)02/06/2009⁽⁷⁾

02/05/2018

Common
Stock

48

Employee

Stock

Options
(right to
buy)

\$ 15.66

11/02/2015

M

211,737
(7)03/31/2011⁽⁷⁾

03/30/2020

Common
Stock

211

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOMLINSON PHILIP W				
P. O. BOX 2506			X	
COLUMBUS, GA 31902-2506				

Signatures

Garilou Page,
Attorney-in-Fact

11/03/2015

**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).

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.44 to \$52.99, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1, 2, 3, 4 and 5 to this Form 4 report.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.46 to \$52.98, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.47 to \$52.98, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.28 to \$52.58, inclusive.

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- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.23 to \$52.86, inclusive.
- (6) One-third of these options became exercisable on January 15, 2008, another one-third became exercisable on January 31, 2008 and the remaining one-third became exercisable on January 31, 2009.
- (7) These options became exercisable in three equal annual installments on the first anniversary date of the grant date.

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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