

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 *
WOODS M TROY

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)

COLUMBUS, GA 31902-2506

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

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

Chairman, President and CEO

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 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)
Common Stock	10/30/2015		M	20,597	A \$ 33.36 262,731 ⁽²⁾ ₍₃₎	D	
Common Stock	10/30/2015		S ⁽¹⁾	20,597 ⁽¹⁾	D \$ 53.897 242,134 ⁽¹⁾	D	
Common Stock	10/30/2015		M	34,278	A \$ 21.88 276,412	D	
Common Stock	10/30/2015		S ⁽⁴⁾	34,278 ⁽⁴⁾	D \$ 53.507 242,134 ⁽⁴⁾	D	
	10/30/2015		M	23,500	A \$ 23.66 265,634	D	

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Common
Stock

Common Stock	10/30/2015	S ⁽⁵⁾	23,500 (5)	D	\$ 53.068 (5)	242,134	D
Common Stock	10/30/2015	M	63,979	A	\$ 13.11	306,113	D
Common Stock	10/30/2015	S ⁽⁶⁾	63,979 (6)	D	\$ 53.233 (6)	242,134	D
Common Stock	10/30/2015	M	85,851	A	\$ 15.66	327,985	D
Common Stock	10/30/2015	S ⁽⁷⁾	85,851 (7)	D	\$ 53.087 (7)	242,134	D
Common Stock	10/30/2015	M	5,133	A	\$ 17.57	247,267	D
Common Stock	10/30/2015	S ⁽⁸⁾	5,133 (8)	D	\$ 53.041 (8)	242,134	D
Common Stock	10/30/2015	M	53,487	A	\$ 22.91	295,621	D
Common Stock	10/30/2015	S ⁽⁹⁾	37,489 (9)	D	\$ 53.725 (9)	258,132	D
Common Stock	10/30/2015	M	38,436	A	\$ 24.44	296,568	D
Common Stock	10/30/2015	S ⁽¹⁰⁾	27,508 (10)	D	\$ 53.575 (10)	269,060	D
Common Stock	11/02/2015	M	83,925	A	\$ 23.66	352,985	D
Common Stock	11/02/2015	S ⁽¹¹⁾	83,925 (11)	D	\$ 52.484 (11)	269,060	D
Common Stock	11/02/2015	M	112,498	A	\$ 17.57	381,558	D
Common Stock	11/02/2015	S ⁽¹²⁾	112,498 (12)	D	\$ 52.368 (12)	269,060	D
Common Stock	11/02/2015	M	53,487	A	\$ 22.91	322,547	D

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Common Stock	11/02/2015	S ⁽¹³⁾	<u>53,487</u> (13)	D	\$ <u>52.488</u> (13)	269,060	D	
Common Stock	11/02/2015	M	38,436	A	\$ 24.44	307,496	D	
Common Stock	11/02/2015	S ⁽¹⁴⁾	<u>38,436</u> (14)	D	\$ <u>52.382</u> (14)	269,060	D	
Common Stock						2,279	I	By Spouse
Common Stock						59,811 ⁽²⁾	I	Grantor Retained Annuity Trust 1/14
Common Stock						31,752 ⁽³⁾	I	Grantor Retained Annuity Trust 2/14

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

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.

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 of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Options (right to buy)	\$ 33.36	10/30/2015		M			20,597	01/31/2008	01/30/2017	Common Stock	20,597
Employee Stock Options	\$ 21.88	10/30/2015		M			34,278	02/06/2009 ⁽¹⁵⁾	02/05/2018	Common Stock	34,278

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(right to buy) <u>(15)</u>									
Employee Stock Options (right to buy) <u>(15)</u>	\$ 23.66	10/30/2015	M	23,500	03/31/2009 <u>(15)</u>	03/30/2018	Common Stock	23	
Employee Stock Options (right to buy) <u>(15)</u>	\$ 13.11	10/30/2015	M	63,979	02/03/2013 <u>(15)</u>	02/02/2019	Common Stock	63	
Employee Stock Options (right to buy) <u>(15)</u>	\$ 15.66	10/30/2015	M	85,851	03/31/2011 <u>(15)</u>	03/30/2020	Common Stock	85	
Employee Stock Options (right to buy) <u>(15)</u>	\$ 17.57	10/30/2015	M	5,133	03/15/2012 <u>(15)</u>	03/14/2021	Common Stock	5	
Employee Stock Options (right to buy) <u>(15)</u>	\$ 22.91	10/30/2015	M	53,487	03/29/2013 <u>(15)</u>	02/28/2022	Common Stock	53	
Employee Stock Options (right to buy) <u>(15)</u>	\$ 24.44	10/30/2015	M	38,436	04/01/2014 <u>(15)</u>	03/31/2023	Common Stock	38	
Employee Stock Options (right to buy) <u>(15)</u>	\$ 23.66	11/02/2015	M	83,925	03/31/2009 <u>(15)</u>	03/30/2018	Common Stock	83	
Employee Stock Options (right to buy) <u>(15)</u>	\$ 17.57	11/02/2015	M	112,498	03/15/2012 <u>(15)</u>	03/14/2021	Common Stock	11	
Employee Stock Options (right to	\$ 22.91	11/02/2015	M	53,487	03/29/2013 <u>(15)</u>	02/28/2022	Common Stock	53	

buy) ⁽¹⁵⁾

Employee

Stock

Options	\$ 24.44	11/02/2015	M	38,436	04/01/2014 ⁽¹⁵⁾	03/31/2023	Common Stock	38
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buy) ⁽¹⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODS M TROY P. O. BOX 2506 COLUMBUS, GA 31902-2506	X		Chairman, President and CEO	

Signatures

Garilou Page, Attorney-in-Fact	11/03/2015
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**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 \$53.79 to \$54.01, inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer, or 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, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 and 14 to this Form 4 report.
- (2) Since the reporting person's last Form 4 report, 40,189 shares have been distributed to the reporting person from this grantor retained annuity trust and are reported in this Form 4 as directly owned.
- (3) Since the reporting person's last Form 4 report, 18,248 shares have been distributed to the reporting person from this grantor retained annuity trust and are reported in this Form 4 as directly owned.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.36 to \$53.85, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.50, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.08 to \$53.43, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.38, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.29, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.61 to \$53.82, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.40 to \$53.69, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.30 to \$52.52, inclusive.

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- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.22 to \$52.56, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.37 to \$52.59, inclusive.
- (14) 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 \$52.58, inclusive.
- (15) 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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