

TOTAL SYSTEM SERVICES INC
Form 4
August 18, 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 *
LIPHAM JAMES B

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 120
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. EVP and CFO

COLUMBUS, GA 31902

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)
			Code	V	Amount (A) or (D) Price		
common stock					600	I	By Spouse
common stock	08/17/2006		M		50,000 A \$ 13.17		D
common stock	08/17/2006		S		4,000 D \$ 22.31		D
common stock	08/17/2006		S		400 D \$ 22.33		D
common stock	08/17/2006		S		1,600 D \$ 22.34		D

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common stock	08/17/2006	S	2,100	D	\$ 22.35	119,188	D
common stock	08/17/2006	S	4,400	D	\$ 22.36	114,788	D
common stock	08/17/2006	S	1,200	D	\$ 22.37	113,588	D
common stock	08/17/2006	S	1,000	D	\$ 22.38	112,588	D
common stock	08/17/2006	S	1,000	D	\$ 22.39	111,588	D
common stock	08/17/2006	S	900	D	\$ 22.41	110,688	D
common stock	08/17/2006	S	300	D	\$ 22.43	110,388	D
common stock	08/17/2006	S	200	D	\$ 22.44	110,188	D
common stock	08/17/2006	S	1,200	D	\$ 22.45	108,988	D
common stock	08/17/2006	S	1,400	D	\$ 22.46	107,588	D
common stock	08/17/2006	S	2,600	D	\$ 22.47	104,988	D
common stock	08/17/2006	S	2,700	D	\$ 22.48	102,288	D
common stock	08/17/2006	S	200	D	\$ 22.49	102,088	D
common stock	08/17/2006	S	600	D	\$ 22.5	101,488	D
common stock	08/17/2006	S	3,300	D	\$ 22.51	98,188	D
common stock	08/17/2006	S	1,600	D	\$ 22.52	96,588	D
common stock	08/17/2006	S	5,200	D	\$ 22.53	91,388	D
common stock	08/17/2006	S	2,600	D	\$ 22.54	88,788	D
common stock	08/17/2006	S	2,500	D	\$ 22.55	86,288	D
common stock	08/17/2006	S	1,400	D	\$ 22.56	84,888	D
	08/17/2006	S	1,800	D		83,088	D

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common stock						\$ 22.57	
common stock	08/17/2006	S	1,300	D		\$ 22.58	81,788 D

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.

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
employee stock option (right to buy)	\$ 13.17	08/17/2006		M	50,000	11/03/2002 ⁽²⁾ 11/02/2007	common stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIPHAM JAMES B P. O. BOX 120 COLUMBUS, GA 31902			Sr. EVP and CFO	

Signatures

Garilou Page,
Attorney-in-Fact

08/18/2006

**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) Includes shares purchased under issuer's employee stock purchase plan and through dividend reinvestment.
- (2) The vesting for these options was as follows: 10% on 11/3/1998, 10% on 11/3/1999, 10% on 11/3/2000, 10% on 11/3/2001 and the remaining 60% on 11/3/2002.

Remarks:

This is the first part of 2 Forms 4 filed by the reporting person on the same date to report the exercise of an employee stock option.

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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