#### TOTAL SYSTEM SERVICES INC

Form 4

November 03, 2015

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

-(-)-

(Print or Type Responses)

1. Name and Address of Reporting Person * WOODS M TROY		ng Person *	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) P. O. BOX 256	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/30/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
COLUMBUS, GA 31902-2506				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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Ownership Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Owned (Month/Day/Year) Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common $262,731 \stackrel{(2)}{=}$ 10/30/2015 M 20,597 A \$ 33.36 D (3) Stock \$ Common 20,597 $S^{(1)}$ 10/30/2015 D 53.897 242,134 D Stock (1) (1) Common 10/30/2015 M 34,278 A \$ 21.88 276,412 D Stock \$ Common 34,278 $S^{(4)}$ D 53.507 242,134 D 10/30/2015 (4) Stock (4) 10/30/2015 M 23,500 Α \$ 23.66 265.634 D

Common Stock							
Common Stock	10/30/2015	S(5)	23,500 ( <u>5)</u>	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 <u>(7)</u>	85,851 (7)	D	\$ 53.087 <u>(7)</u>	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 <u>(9)</u>	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 <u>(11)</u>	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 <u>(12)</u>	112,498 (12)	D	\$ 52.368 (12)	269,060	D
Common Stock	11/02/2015	M	53,487	A	\$ 22.91	322,547	D

Common Stock	11/02/2015	S(13)	53,487 (13)	D	\$ 52.488 (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)	38,436 (14)	D	\$ 52.382 (14)	269,060	D	
Common Stock						2,279	I	By Spouse
Common Stock						59,811 <u>(2)</u>	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive Expiration Date les (Month/Day/Year) ed (A) or ed of (D)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Employee Stock Options (right to buy)	\$ 33.36	10/30/2015		M	20,597	01/31/2008	01/30/2017	Common Stock	20
Employee Stock Options	\$ 21.88	10/30/2015		M	34,278	02/06/2009(15)	02/05/2018	Common Stock	34

(right to buy) (15)								
Employee Stock Options (right to buy) (15)	\$ 23.66	10/30/2015	M	23,500	03/31/2009(15)	03/30/2018	Common Stock	23
Employee Stock Options (right to buy) (15)	\$ 13.11	10/30/2015	M	63,979	02/03/2013(15)	02/02/2019	Common Stock	63
Employee Stock Options (right to buy) (15)	\$ 15.66	10/30/2015	M	85,851	03/31/2011(15)	03/30/2020	Common Stock	8:
Employee Stock Options (right to buy) (15)	\$ 17.57	10/30/2015	M	5,133	03/15/2012(15)	03/14/2021	Common Stock	5
Employee Stock Options (right to buy) (15)	\$ 22.91	10/30/2015	M	53,487	03/29/2013(15)	02/28/2022	Common Stock	51
Employee Stock Options (right to buy) (15)	\$ 24.44	10/30/2015	M	38,436	04/01/2014(15)	03/31/2023	Common Stock	38
Employee Stock Options (right to buy) (15)	\$ 23.66	11/02/2015	M	83,925	03/31/2009(15)	03/30/2018	Common Stock	83
Employee Stock Options (right to buy) (15)	\$ 17.57	11/02/2015	M	112,498	03/15/2012(15)	03/14/2021	Common Stock	11
Employee Stock Options (right to	\$ 22.91	11/02/2015	M	53,487	03/29/2013(15)	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

buy) (15)

# **Reporting Owners**

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

# **Signatures**

Garilou Page, Attorney-in-Fact

\*\*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).
- 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.
- 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.

Reporting Owners 5

- (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. 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.