

TOTAL SYSTEM SERVICES INC  
Form 4  
January 17, 2008

**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 \*  
USSERY RICHARD 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 120  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2008

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

COLUMBUS, GA 31902  
(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option	\$ 23.9	01/15/2008	A <sup>(1)</sup>		86,176		01/15/2008 <sup>(2)</sup>	02/08/2009	Common Stock	86,176
Stock Option	\$ 18.87	01/15/2008	A <sup>(1)</sup>		46,955		01/15/2008 <sup>(2)</sup>	01/19/2010	Common Stock	46,955
Stock Option	\$ 27.62	01/15/2008	A <sup>(1)</sup>		38,128		01/15/2008 <sup>(2)</sup>	01/16/2011	Common Stock	38,128
Stock Option	\$ 30.28	01/15/2008	A <sup>(1)</sup>		478,652		05/10/2008	05/09/2011	Common Stock	478,652
Stock Option	\$ 27.68	01/15/2008	A <sup>(1)</sup>		40,640		01/15/2008 <sup>(2)</sup>	04/28/2012	Common Stock	40,640
Stock Option	\$ 26.85	01/15/2008	A <sup>(1)</sup>		61,894		01/15/2008 <sup>(2)</sup>	01/20/2014	Common Stock	61,894
Stock Option	\$ 28.02	01/15/2008	A <sup>(1)</sup>		62,963		01/15/2008 <sup>(2)</sup>	01/20/2015	Common Stock	62,963

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
USSERY RICHARD W P. O. BOX 120 COLUMBUS, GA 31902		X		

## Signatures

/s/ Richard W. Ussery by Garilou Page as  
Attorney-in-Fact

01/17/2008

\_\_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).

These stock options were issued in replacement of options to purchase common shares in Synovus Financial Corp. ("Synovus") in connection with the spin-off by Synovus of the Issuer's shares. The number and exercise price of the replacement options were

(1) determined in accordance with the Employee Matters Agreement entered into in connection with the spin-off, under which the exercise price and exchange ratio became fixed on January 15, 2008. The formula was designed to preserve the economic value of the cancelled options.

(2) This option fully vested prior to the replacement date, January 15, 2008.

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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