

FIRST DATA CORP
Form 4
February 17, 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 *
PATMORE KIMBERLY S

(Last) (First) (Middle)

6200 SOUTH QUEBEC STREET

(Street)

GREENWOOD VILLAGE, CO 80111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST DATA CORP [FDC]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President & CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2006		M		24,000	A	\$ 18.4375
Common Stock	02/15/2006		M		15,000	A	\$ 19.7813
Common Stock	02/15/2006		M		20,000	A	\$ 13.375
Common Stock	02/15/2006		M		60,000	A	\$ 22.4375
Common Stock	02/15/2006		M		60,000	A	\$ 13.5938
Common Stock	02/15/2006		M		60,000	A	\$ 13.5938

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Common Stock	02/15/2006		S ⁽¹⁾	179,000	D	\$ 45	121,990	⁽²⁾	D	
Common Stock							16		I	By 401(k)

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.4375	02/15/2006		M	24,000	05/06/2000 05/06/2006	Common Stock	24,000	
Employee Stock Option (Right to Buy)	\$ 19.7813	02/15/2006		M	15,000	05/28/2001 05/28/2007	Common Stock	15,000	
Employee Stock Option (Right to Buy)	\$ 13.375	02/15/2006		M	20,000	01/21/2001 01/21/2008	Common Stock	20,000	
Employee Stock Option (Right to Buy)	\$ 13.5938	02/15/2006		M	60,000	⁽³⁾ 12/09/2008	Common Stock	60,000	
Employee Stock Option	\$ 22.4375	02/15/2006		M	60,000	12/08/2002 12/08/2009	Common Stock	60,000	

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATMORE KIMBERLY S 6200 SOUTH QUEBEC STREET GREENWOOD VILLAGE, CO 80111			Executive Vice President & CFO	

Signatures

By: Stanley J. Andersen,
Attorney-in-Fact

02/17/2006

__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).
- (1) Sale pursuant to a Rule 10b5-1 Sales Plan.
 - (2) After the transactions disclosed in this form, Ms. Patmore holds 31,990 shares directly, 90,000 shares subject to awards that have not yet vested, and options to purchase 500,000 shares of First Data Corporation common stock.
 - (3) Grant of options to buy shares of common stock under the First Data Corporation 1992 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3. The options vest in four equal installments on the first four anniversary dates of the grant (grant date 12/08/99).

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.