

TOTAL SYSTEM SERVICES INC
Form 4
August 30, 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 *
TOMLINSON PHILIP 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)
08/29/2006

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| common stock | | | | | 39,864 | I | By Spouse |
| common stock | 05/01/2006 | | G | V 17,083 D \$ 0 0 | | I | GRAT I |
| common stock | 08/29/2006 | | J ⁽¹⁾ | 31,866 D \$ 0 28,385 | | I | GRAT II |
| common stock | 08/29/2006 | | J ⁽¹⁾ | 31,866 A \$ 0 626,846 | | D | |
| common stock | 08/30/2006 | | M | 125,000 A \$ 13.17 751,846 | | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| common stock | 08/30/2006 | S | 4,100 | D | \$ 22.26 | 747,746 | D |
| common stock | 08/30/2006 | S | 1,900 | D | \$ 22.27 | 745,846 | D |
| common stock | 08/30/2006 | S | 1,000 | D | \$ 22.28 | 744,846 | D |
| common stock | 08/30/2006 | S | 1,300 | D | \$ 22.29 | 743,546 | D |
| common stock | 08/30/2006 | S | 800 | D | \$ 22.3 | 742,746 | D |
| common stock | 08/30/2006 | S | 7,600 | D | \$ 22.31 | 735,146 | D |
| common stock | 08/30/2006 | S | 1,400 | D | \$ 22.32 | 733,746 | D |
| common stock | 08/30/2006 | S | 800 | D | \$ 22.33 | 732,946 | D |
| common stock | 08/30/2006 | S | 11,600 | D | \$ 22.34 | 721,346 | D |
| common stock | 08/30/2006 | S | 6,200 | D | \$ 22.35 | 715,146 | D |
| common stock | 08/30/2006 | S | 3,100 | D | \$ 22.36 | 712,046 | D |
| common stock | 08/30/2006 | S | 1,500 | D | \$ 22.37 | 710,546 | D |
| common stock | 08/30/2006 | S | 4,300 | D | \$ 22.38 | 706,246 | D |
| common stock | 08/30/2006 | S | 6,400 | D | \$ 22.39 | 699,846 | D |
| common stock | 08/30/2006 | S | 5,200 | D | \$ 22.4 | 694,646 | D |
| common stock | 08/30/2006 | S | 4,900 | D | \$ 22.41 | 689,746 | D |
| common stock | 08/30/2006 | S | 2,600 | D | \$ 22.42 | 687,146 | D |
| common stock | 08/30/2006 | S | 5,700 | D | \$ 22.43 | 681,446 | D |
| common stock | 08/30/2006 | S | 6,300 | D | \$ 22.44 | 675,146 | D |
| common stock | 08/30/2006 | S | 8,300 | D | \$ 22.45 | 666,846 | D |
| | 08/30/2006 | S | 3,400 | D | | 663,446 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| common stock | | | | | \$ 22.46 | | |
| common stock | 08/30/2006 | S | 6,300 | D | \$ 22.47 | 657,146 | D |
| common stock | 08/30/2006 | S | 5,100 | D | \$ 22.48 | 652,046 | 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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| employee stock option (right to buy) | \$ 13.17 | 08/30/2006 | | M | 125,000 | 11/03/2002 ⁽²⁾ 11/02/2007 | common stock | 125,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOMLINSON PHILIP W P. O. BOX 120 COLUMBUS, GA 31902 | X | | Chairman and CEO | |

Signatures

Garilou Page,
Attorney-in-Fact

08/30/2006

**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) On August 29, 2006, the form of ownership of these shares changed when the shares were distributed from the reporting person's grantor retained annuity trust to the reporting person.
- (2) These employee stock options vested 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 of 2 Forms 4 filed by the reporting person on the same date to report certain transactions including the exercise

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.