

TOTAL SYSTEM SERVICES INC
Form 4
February 27, 2015

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 *
GRIFFITH G SANDERS III

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 2506
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. EVP, Gen. Counsel, Sec.

COLUMBUS, GA 31902-2506

(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 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	Price	
Common Stock	02/26/2015		M		22,058	A \$ 21.88	252,687 D
Common Stock	02/26/2015		S ⁽¹⁾		22,058 ⁽¹⁾	D \$ 38.2969 ⁽¹⁾	230,629 D
Common Stock	02/26/2015		M		45,330	A \$ 23.66	275,959 D
Common Stock	02/26/2015		S ⁽²⁾		45,330 ⁽²⁾	D \$ 38.2957 ⁽²⁾	230,629 D
							1,683 I

Common
Stock

By
Spouse

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 21.88	02/26/2015		M	22,058	02/06/2011 ⁽³⁾ 02/05/2018	Common Stock	22,058
Employee Stock Options (right to buy)	\$ 23.66	02/26/2015		M	45,330	03/31/2011 ⁽⁴⁾ 03/30/2018	Common Stock	45,330

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFITH G SANDERS III P. O. BOX 2506 COLUMBUS, GA 31902-2506			Sr. EVP, Gen. Counsel, Sec.	

Signatures

Garilou Page,
Attorney-in-Fact

02/27/2015

**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 \$38.1601 to \$38.42, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of 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 and 2 to this Form 4.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.1501 to \$38.42, inclusive.
 - (2) These options vested in three equal annual installments on February 6, 2009, February 6, 2010 and February 6, 2011.
 - (3) These options vested in three equal annual installments on March 31, 2009, March 31, 2010 and March 31, 2011.

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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