

TOTAL SYSTEM SERVICES INC  
Form 4  
February 04, 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 \*  
**WOODS M TROY**

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)  
02/01/2008

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
common stock	02/01/2008		S <sup>(1)</sup>	V 800 D	\$ 23.15	142,260 <sup>(2)</sup>	D
common stock	02/01/2008		S <sup>(1)</sup>	100 D	\$ 23.16	142,160	D
common stock	02/01/2008		S <sup>(1)</sup>	550 D	\$ 23.17	141,610	D
common stock	02/01/2008		S <sup>(1)</sup>	1,000 D	\$ 23.18	140,610	D
common stock	02/01/2008		S <sup>(1)</sup>	700 D	\$ 23.19	139,910	D

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common stock	02/01/2008	S <sup>(1)</sup>	500	D	\$ 23.2	139,410	D	
common stock	02/01/2008	S <sup>(1)</sup>	500	D	\$ 23.21	138,910	D	
common stock						2,279	I	By Spouse
common stock						723 <sup>(3)</sup>	I	Held for Child

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODS M TROY P. O. BOX 120 COLUMBUS, GA 31902	X		President and COO	

## Signatures

Garilou Page,  
Attorney-in-Fact

02/04/2008

\*\*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).
- (1) This sale was made in conjunction with the vesting of shares previously granted to the reporting person as a restricted stock award for the purpose of paying the taxes associated with the vesting of the shares.
- (2) Includes shares acquired through dividend reinvestment, issuer's employee stock purchase plan and issuer's 401(k) plan, and also includes shares received in a pro rata distribution from Synovus Financial Corp. in connection with a spin-off of the issuer.
- (3) Includes shares received in a pro rata distribution from Synovus Financial Corp. in connection with a spin-off of the issuer.

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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