

TOTAL SYSTEM SERVICES INC
Form 4
February 22, 2007

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)
02/20/2007

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
common stock					39,864		By Spouse
common stock					28,385		GRAT II
common stock	02/20/2007		M		100,000	\$ 13.17	714,024 D
common stock	02/20/2007		S		100	\$ 32.12	713,924 D
common stock	02/20/2007		S		1,500	\$ 32.13	712,424 D

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common stock	02/20/2007	S	1,700	D	\$ 32.14	710,724	D
common stock	02/20/2007	S	3,800	D	\$ 32.15	706,924	D
common stock	02/20/2007	S	4,000	D	\$ 32.16	702,924	D
common stock	02/20/2007	S	4,100	D	\$ 32.17	698,824	D
common stock	02/20/2007	S	8,900	D	\$ 32.18	689,924	D
common stock	02/20/2007	S	5,700	D	\$ 32.19	684,224	D
common stock	02/20/2007	S	8,200	D	\$ 32.2	676,024	D
common stock	02/20/2007	S	7,500	D	\$ 32.21	668,524	D
common stock	02/20/2007	S	4,000	D	\$ 32.22	664,524	D
common stock	02/20/2007	S	7,500	D	\$ 32.23	657,024	D
common stock	02/20/2007	S	7,300	D	\$ 32.24	649,724	D
common stock	02/20/2007	S	4,200	D	\$ 32.25	645,524	D
common stock	02/20/2007	S	2,500	D	\$ 32.26	643,024	D
common stock	02/20/2007	S	3,700	D	\$ 32.27	639,324	D
common stock	02/20/2007	S	3,500	D	\$ 32.28	635,824	D
common stock	02/20/2007	S	5,000	D	\$ 32.29	630,824	D
common stock	02/20/2007	S	3,300	D	\$ 32.3	627,524	D
common stock	02/20/2007	S	400	D	\$ 32.31	627,124	D
common stock	02/20/2007	S	1,500	D	\$ 32.32	625,624	D
common stock	02/20/2007	S	1,400	D	\$ 32.33	624,224	D
	02/20/2007	S	4,900	D		619,324	D

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common stock					\$ 32.34		
common stock	02/20/2007		S	200	D	\$ 32.35	619,124 D
common stock	02/20/2007		S	600	D	\$ 32.36	618,524 D
common stock	02/20/2007		S	500	D	\$ 32.38	618,024 D
common stock	02/20/2007		S	3,500	D	\$ 32.4	614,524 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
employee stock option (right to buy)	\$ 13.17	02/20/2007		M	100,000	11/03/2002 ⁽¹⁾ 11/02/2007	common stock 100,000

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

02/20/2007

__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) 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 two Forms 4 filed by the reporting person on the same date to report the exercise of an employee stock option.

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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