

TOTAL SYSTEM SERVICES INC
 Form 4
 May 03, 2010

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)
 04/30/2010

____ 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee stock option (right to buy)	\$ 16.01	04/30/2010	A	105,773					04/30/2013 ⁽¹⁾	04/30/2015	Common Stock	105

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

05/03/2010

**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) The stock options become exercisable on April 30, 2013 if (i) the option holder remains employed with the company through April 30, 2013 and (ii) either (A) the basic earnings per share for the company (as shown in the company's financial statements) are a specified amount or higher for the company's 2012 fiscal year or (B) the closing price for one share of the company's common stock on April 30, 2013 is at least a specified percentage of the per share closing price of the company's common stock on the New York Stock Exchange on the date of the grant (which is the exercise price shown in column 2 of Table II above). If neither (ii) (A) nor (ii)(B) is achieved, then the options will be automatically forfeited in full.

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.