

GAPEN RICHARD D
Form 3/A
December 15, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GAPEN RICHARD D | | (Month/Day/Year) | CERTEGY INC [CEY] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | 12/14/2004 |
| 100 2ND AVENUE | | | (Check all applicable) | |
| SOUTH,Â SUITE 1100S | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Corporate VP Human Resources | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

ST.
PETERSBURG,Â FLÂ 33701
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 20,840 | D | Â |
| Common Stock | 2,701.09 | I | By 401(K) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (right to buy) | 12/31/2006 | 02/04/2011 | Common Stock | 2,686 | \$ 32.55 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(1)</u> | 02/04/2011 | Common Stock | 8,059 | \$ 32.55 | D | Â |
| Employee Stock Option (right to buy) | 01/27/2003 | 01/27/2009 | Common Stock | 4,898 | \$ 30.0947 | D | Â |
| Employee Stock Option (right to buy) | 01/27/2001 | 01/27/2009 | Common Stock | 1,227 | \$ 30.0947 | D | Â |
| Employee Stock Option (right to buy) | 02/12/2005 | 02/12/2012 | Common Stock | 2,860 | \$ 34.96 | D | Â |
| Employee Stock Option (right to buy) | 02/12/2002 | 02/12/2012 | Common Stock | 10,333 | \$ 34.96 | D | Â |
| Employee Stock Option (right to buy) | 10/31/2004 | 10/31/2011 | Common Stock | 2,852 | \$ 28.5 | D | Â |
| Employee Stock Option (right to buy) | 06/01/2001 | 06/01/2008 | Common Stock | 1,225 | \$ 30.4007 | D | Â |
| Employee Stock Option (right to buy) | 01/29/2002 | 01/29/2011 | Common Stock | 2,170 | \$ 23.7248 | D | Â |
| Employee Stock Option (right to buy) | 10/31/2004 | 10/31/2011 | Common Stock | 9,429 | \$ 28.5 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)</u> | 02/12/2012 | Common Stock | 15,140 | \$ 34.96 | D | Â |
| Employee Stock Option (right to buy) | 01/29/2001 | 01/29/2011 | Common Stock | 18,033 | \$ 23.7248 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GAPEN RICHARD D 100 2ND AVENUE SOUTH SUITE 1100S ST. PETERSBURG, FL 33701 | Â | Â | Â | Corporate VP Human Resources Â |

Signatures

Marcia R. Glick, as Attorney-in-Fact for Richard D. Gapen pursuant to a Power of Attorney on file

12/15/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vests 2,687 shares on 2/4/2004, 2,686 shares on 12/31/2004 and 2,686 shares on 12/31/2005.

(2) The option vests in four annual installments (beginning on 2/12/2002) and becomes fully vested on 2/12/2005.

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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