

WOODS M TROY

Form 4

February 14, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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 2506

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2019

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 02/13/2019                              |   | A                                       | (A)<br>or<br>(D)<br>Amount<br>19,717<br>(1)                                | \$ 0 276,706   | D  |   |
| Common<br>Stock                       |   |   |   |  | 39,623   | I  | Family<br>Trust   |
| Common<br>Stock                       |   |   |   |  | 2,279  | I  | Spouse  |
| Common<br>Stock                       |   |   |   |  | 12,820   | I  | Trust   |
| Common<br>Stock                       |   |   |   |  | 100,000  | I  | Grantor<br>retained<br>annuity                                    |

|                 |         |   |   |
|-----------------|---------|---|---|
| Common<br>Stock | 100,000 | I | trust 4<br>2018<br><br>Grantor<br>retained<br>annuity<br>trust 12<br>2018 |
|-----------------|---------|---|---|

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
| Employee<br>stock<br>options<br>(right to<br>buy)   | \$ 91.93   | 02/13/2019                              |   | A                                    | 85,723   | 02/13/2019 <sup>(2)</sup><br>02/12/2029                        | Common<br>Stock 85,7   |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| WOODS M TROY<br>P. O. BOX 2506<br>COLUMBUS, GA 31902-2506 | X             |           | Chairman and CEO |       |

## Signatures

Garilou Page,  
Attorney-in-Fact 02/14/2019

\_\_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 reporting person received an award of 19,717 restricted stock units on February 13, 2019, which vest in three equal annual

(1) installments on February 13, 2020, February 13, 2021 and February 13, 2022. Each restricted stock unit represents a right to receive one share of the Company's common stock upon vesting.

(2) These employee stock options vest in three equal annual installments on February 13, 2020, February 13, 2021 and February 13, 2022.

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.