

WOODS M TROY

Form 4

January 28, 2009

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)
01/26/2009

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

President and COO

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)
Common Stock	01/26/2009		A	Amount 14,778 (1)	\$ 0	259,859 (2)	D
Common Stock	01/26/2009		F	9,703	\$ 12.9	250,156	D
Common Stock					2,279	I	By Spouse

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**

SEC 1474
(9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 2506 COLUMBUS, GA 31902-2506	X		President and COO	

Signatures

Garilou Page,
Attorney-in-Fact

01/28/2009

**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 performance shares were originally granted effective March 31, 2008, but were denominated in dollars instead of in shares on the grant date and the number of shares was not determinable until January 26, 2009 based on the Compensation Committee's certification of the company's earnings per share for 2008. Each performance share represents the right to receive one share of the company's common stock. The actual number of shares to be issued is subject to upward or downward adjustment of up to 20%, based on the company's total shareholder return for the three-year period ending December 31, 2010. No shares will be issued until the Compensation Committee certifies that three-year performance, which certification will occur after December 31, 2008.
- (2) Includes shares acquired through dividend reinvestment and through exempt purchases in the issuer's employee stock purchase plan.

Remarks:

The reporting person no longer has a reportable beneficial interest in shares owned by his son and previously included in the re

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.