

GLOBAL PAYMENTS INC

Form 4

February 03, 2014

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 *
Schuessler Morgan M

(Last) (First) (Middle)

10 GLENLAKE PARKWAY, NORTH TOWER

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GLOBAL PAYMENTS INC [GPN]

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

01/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP HR & Corp Communications

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) | Price | | |
| Common Stock | 01/30/2014 | | M | V | 10,000 | A | \$ 45.86 44,403 D |
| Common Stock | 01/30/2014 | | M | | 4,986 | A | \$ 37.4 49,389 D |
| Common Stock | 01/30/2014 | | M | | 6,581 | A | \$ 37.4 55,970 D |
| Common Stock | 01/30/2014 | | F(1) | | 17,268 | D | \$ 67.67 38,702 D |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option (Right to Buy) | \$ 45.86 | 01/30/2014 | | M | 10,000 | ⁽³⁾ 06/02/2016 | Common Stock | 10,000 |
| Non-qualified Stock Option (Right to Buy) | \$ 37.4 | 01/30/2014 | | M | 4,986 | ⁽⁴⁾ 07/31/2017 | Common Stock | 4,986 |
| Non-qualified Stock Option (Right to Buy) | \$ 37.4 | 01/30/2014 | | M | 6,581 | ⁽⁵⁾ 07/29/2020 | Common Stock | 6,581 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schuessler Morgan M 10 GLENLAKE PARKWAY NORTH TOWER ATLANTA, GA 30328 | | | EVP HR & Corp Communications | |

Signatures

/s/ David L. Green as attorney-in-fact for Morgan Schuessler

02/03/2014

**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)

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Represents forfeitures in connection with three "net exercises" of outstanding stock options. There were no open market sales of the shares by the reporting person. A total of 17,268 shares were withheld by Global Payments Inc. (the "Company") for payment of the exercise price and applicable taxes, and the net exercises resulted in the issuance of 4,299 shares, in the aggregate, by the Company to the reporting person.

- (2) Closing price for the Company's common stock on the transaction date.
- (3) The option became exercisable in 25% increments on the first (June 2, 2007), second (June 2, 2008), third (June 2, 2009) and fourth (June 2, 2010) anniversary of the grant.
- (4) The option became exercisable in 25% increments on the first (July 31, 2008), second (July 31, 2009), third (July 31, 2010) and fourth (July 31, 2011) anniversary of the grant.
- (5) The option became exercisable in 25% increments on the first (July 29, 2011), second (July 29, 2012), third (July 29, 2013), and fourth (July 29, 2014) anniversary of the grant.

Remarks:

SEC Exhibit 24 - Power of Attorney

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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