

FIRST DATA CORP
Form 4
February 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
PATMORE KIMBERLY S

(Last) (First) (Middle)

6200 SOUTH QUEBEC STREET

(Street)

GREENWOOD VILLAGE, CO 80111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST DATA CORP [FDC]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2006

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)
Executive Vice President & CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/15/2006 | | M | | 24,000 | A | \$ 18.4375 |
| Common Stock | 02/15/2006 | | M | | 15,000 | A | \$ 19.7813 |
| Common Stock | 02/15/2006 | | M | | 20,000 | A | \$ 13.375 |
| Common Stock | 02/15/2006 | | M | | 60,000 | A | \$ 22.4375 |
| Common Stock | 02/15/2006 | | M | | 60,000 | A | \$ 13.5938 |
| Common Stock | 02/15/2006 | | M | | 60,000 | A | \$ 13.5938 |

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| | | | | | | | | | | |
|--------------|------------|--|------------------|---------|---|-------|---------|----------------|---|-----------|
| Common Stock | 02/15/2006 | | S ⁽¹⁾ | 179,000 | D | \$ 45 | 121,990 | ⁽²⁾ | D | |
| Common Stock | | | | | | | 16 | | I | By 401(k) |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 18.4375 | 02/15/2006 | | M | 24,000 | 05/06/2000 05/06/2006 | Common Stock | 24,000 | |
| Employee Stock Option (Right to Buy) | \$ 19.7813 | 02/15/2006 | | M | 15,000 | 05/28/2001 05/28/2007 | Common Stock | 15,000 | |
| Employee Stock Option (Right to Buy) | \$ 13.375 | 02/15/2006 | | M | 20,000 | 01/21/2001 01/21/2008 | Common Stock | 20,000 | |
| Employee Stock Option (Right to Buy) | \$ 13.5938 | 02/15/2006 | | M | 60,000 | ⁽³⁾ 12/09/2008 | Common Stock | 60,000 | |
| Employee Stock Option | \$ 22.4375 | 02/15/2006 | | M | 60,000 | 12/08/2002 12/08/2009 | Common Stock | 60,000 | |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PATMORE KIMBERLY S 6200 SOUTH QUEBEC STREET GREENWOOD VILLAGE, CO 80111 | | | Executive Vice President & CFO | |

Signatures

By: Stanley J. Andersen,
Attorney-in-Fact

02/17/2006

__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) Sale pursuant to a Rule 10b5-1 Sales Plan.
 - (2) After the transactions disclosed in this form, Ms. Patmore holds 31,990 shares directly, 90,000 shares subject to awards that have not yet vested, and options to purchase 500,000 shares of First Data Corporation common stock.
 - (3) Grant of options to buy shares of common stock under the First Data Corporation 1992 Long-Term Incentive Plan in a transaction exempt under Rule 16b-3. The options vest in four equal installments on the first four anniversary dates of the grant (grant date 12/08/99).

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.