

HART ALEX W
Form 4
February 07, 2011

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 *
HART ALEX W

(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)

02/03/2011

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/03/2011 | | M | | 4,624 A \$ 14.875 | | D |
| Common Stock | 02/03/2011 | | S | | 4,624 D \$ 48.137 (1) | | D |
| Common Stock | 02/03/2011 | | M | | 3,940 A \$ 14.275 | | D |
| Common Stock | 02/03/2011 | | S | | 3,940 D \$ 48.137 (1) | | D |

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 14.275 | 02/03/2011 | | M | 3,940 | <u>(2)</u> 10/23/2012 | Common Stock | 3,940 |
| Non-Qualified Stock Option (right to buy) | \$ 14.875 | 02/03/2011 | | M | 4,624 | <u>(3)</u> 10/25/2011 | Common Stock | 4,624 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HART ALEX W 10 GLENLAKE PARKWAY NORTH TOWER ATLANTA, GA 30328 | | X | | |

Signatures

Alex W. Hart 02/07/2011

**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) Reflects the weighted average sale price. The range of prices for such transaction is \$48.09 to \$48.23 The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person has reported on a single line all such transactions that occurred within a one dollar price range. The reporting person

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hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.

This option will become exercisable on the anniversary of the grant date in the following increments: 25% on the second anniversary

- (2) (October 23, 2004), 20% on the third anniversary (October 23, 2005), 25% on the fourth anniversary (October 23, 2006) and 30% on the fifth anniversary (October 23, 2007).

This option will become exercisable on the anniversary of the grant date in the following increments: 25% on the second anniversary

- (3) (October 25, 2003), 20% on the third anniversary (October 25, 2004), 25% on the fourth anniversary (October 25, 2005) and 30% on the fifth anniversary (October 25, 2006).

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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