

CERTEGY INC
Form 4
May 20, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LASSITER PHILLIP B

(Last) (First) (Middle)

ONE STATE STREET PLAZA

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CERTEGY INC [CEY]

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

01/05/2004

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	09/30/2004		A		2.587	A	\$ 37.21
							3,927.59
							D
Common Stock ⁽¹⁾	12/31/2004		A		2.712	A	\$ 35.53
							3,930.3
							D
Common Stock ⁽¹⁾	03/31/2005		A		2.79	A	\$ 34.62
							3,933.09
							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)

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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)		8. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock ⁽²⁾	\$ 0 ⁽³⁾	01/05/2004		A		1.269		⁽⁴⁾	⁽⁴⁾	Common Stock	1.269	\$ 33
Phantom Stock ⁽²⁾	\$ 0 ⁽³⁾	03/31/2004		A		0.005		⁽⁴⁾	⁽⁴⁾	Common Stock	0.005	\$ 35
Phantom Stock ⁽²⁾	\$ 0 ⁽³⁾	07/01/2004		A		1.126		⁽⁴⁾	⁽⁴⁾	Common Stock	1.126	\$ 37
Phantom Stock ⁽²⁾	\$ 0 ⁽³⁾	09/30/2004		A		1.849		⁽⁴⁾	⁽⁴⁾	Common Stock	1.849	\$ 37
Phantom Stock ⁽²⁾	\$ 0 ⁽³⁾	12/31/2004		A		1.968		⁽⁴⁾	⁽⁴⁾	Common Stock	1.968	\$ 35
Phantom Stock ⁽²⁾	\$ 0 ⁽³⁾	03/31/2005		A		2.11		⁽⁴⁾	⁽⁴⁾	Common Stock	2.11	\$ 34

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LASSITER PHILLIP B ONE STATE STREET PLAZA NEW YORK, NY 10004	X

Signatures

Marcia R. Glick, as Attorney-in-Fact for Phillip B. Lassiter pursuant to a Power of Attorney on file

05/20/2005

 **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) The issuer has reinvested dividends on behalf of the reporting person pursuant to a restricted stock award.

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- (2) The issuer has reinvested dividends on behalf of the reporting person pursuant to the Certegy Inc. Deferred Compensation Plan.
- (3) The phantom stock converts into common stock on a one-for-one basis.
- (4) The units are to be settled 100% in cash upon the reporting person's election to distribute the funds in a lump sum at termination of service.

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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