

FIRST DATA CORP
Form 4
September 26, 2007

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 *
LABRY EDWARD A III

(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)
09/24/2007

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)
Sr. EVP

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 | 09/24/2007 | | D | | 13,723 (1) | D | \$ 34 45,710 |
| Common Stock | 09/24/2007 | | D | | 45,710 | D | \$ 34 0 |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 10.0686 <u>(2)</u> | 09/24/2007 | | D | 966,143 | 02/26/1998 02/26/2008 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 15.917 <u>(2)</u> | 09/24/2007 | | D | 410,625 | 01/04/1999 01/04/2009 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 15.6665 <u>(2)</u> | 09/24/2007 | | D | 410,625 | 02/18/1999 02/18/2009 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 15.7264 <u>(2)</u> | 09/24/2007 | | D | 410,625 | 02/26/1999 02/26/2009 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 13.5156 <u>(2)</u> | 09/24/2007 | | D | 1,140,625 | 02/17/2000 02/17/2010 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 21.2154 <u>(2)</u> | 09/24/2007 | | D | 205,313 | 09/09/2000 09/09/2010 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 31.4202 <u>(2)</u> | 09/24/2007 | | D | 292,000 | 02/22/2001 02/22/2011 | Common Stock |
| | | 09/24/2007 | | D | 328,500 | 03/04/2002 03/04/2012 | |

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| | | | | | | | | |
|--------------------------------------|--------------------------|------------|---|--------|---------------------------|------------|--|--------------|
| Employee Stock Option (Right to Buy) | \$ 49.755 <u>(2)</u> | | | | | | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 22.7973 <u>(2)</u> | 09/24/2007 | D | 7,500 | 12/08/2005 | 12/08/2014 | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 22.7973 <u>(2)</u> | 09/24/2007 | D | 22,500 | 12/22/2005 | 12/08/2014 | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.6842 <u>(2)</u> | 09/24/2007 | D | 50,000 | 02/22/2007 | 02/22/2016 | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.6842 <u>(2)</u> | 09/24/2007 | D | 50,000 | 09/24/2007 ⁽⁴⁾ | 02/22/2016 | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.6842 <u>(2)</u> | 09/24/2007 | D | 50,000 | 09/24/2007 ⁽⁴⁾ | 02/22/2016 | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.6842 <u>(2)</u> | 09/24/2007 | D | 50,000 | 09/24/2007 ⁽⁴⁾ | 02/22/2016 | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 25.555 | 09/24/2007 | D | 80,600 | 09/24/2007 ⁽⁴⁾ | 02/21/2017 | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 25.555 | 09/24/2007 | D | 80,600 | 09/24/2007 ⁽⁴⁾ | 02/21/2017 | | Common Stock |
| | \$ 25.555 | 09/24/2007 | D | 80,600 | 09/24/2007 ⁽⁴⁾ | 02/21/2017 | | |

| | | | | | | | | |
|--|-----------|------------|---|--------|---------------------------|------------|--|-----------------|
| Employee Stock Option (Right to Buy) | | | | | | | | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 25.555 | 09/24/2007 | D | 80,600 | 09/24/2007 ⁽⁴⁾ | 02/21/2017 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| LABRY EDWARD A III 6200 SOUTH QUEBEC STREET GREENWOOD VILLAGE, CO 80111 | | | Sr. EVP | |

Signatures

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

09/26/2007

**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).

Disposed of in connection with the merger of Omaha Acquisition Corporation with and into the Company, with the Company as the surviving corporation, effective September 24, 2007, pursuant to the Merger Agreement dated April 1, 2007 among New Omaha

- (1) Holdings L.P., Omaha Acquisition Corporation, and the Company. The shares listed above held by the reporting person were exchanged for an equity interest in New Omaha Holdings Corporation. In connection with the merger, the issuer's common stock was valued at \$34.00 per share.
- (2) The exercise price shown reflects the anti-dilution adjustment for the issuer's spin-off of The Western Union Company on September 29, 2006.
- (3) The price of all derivative securities in Table II, Column 8 is the difference between \$34.00 and the exercise price for the security listed in Column 2 except, if the exercise price was greater than \$34.00, the price of the derivative security was \$0.
- (4) Immediately before the effective time of the merger of Omaha Acquisition Corporation with and into the Company, all unvested options and stock awards became fully vested and immediately exercisable.

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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