SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | or Section 30(n) of the investment Company Act of 1940 | |
|------------------------------------|-----------------------|----------|---|---|
| 1. Name and Addre | ss of Reporting Perso | 'n | 2. Issuer Name and Ticker or Trading Symbol <u>GLOBAL PAYMENTS INC</u> [GPN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/28/2006 | Officer (give title Other (specify below) below) |
| 10 GLENLAKE PARKWAY NORTH TOWER | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (Street) | | | | Form med by more than One Reporting Person |
| ATLANTA | GA | 30328 | | |
| (City) | (State) | (Zip) | | |

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 Ad Disposed Of (D | | 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership |
|---------------------------------|--|---|---|---|------------------------------------|---------------|-------------------|--|---|-------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 09/28/2006 | | A ⁽¹⁾ | | 1,284 | Α | \$ <mark>0</mark> | 3,982 | D | |
| Common Stock | | | | | | | | 21,646 | Ι | By Trust |

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 | | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transac Code (Ir 8) | | | ve es d (A) osed nstr. 3, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|------------|---|---------------------------------|---|-------|---------------------------------------|--|--------------------|--|-------------------------------------|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Stock Option (right to buy) | \$38.94 | 09/28/2006 | | A | | 4,370 | | (2) | 09/28/2016 | Common Stock | 4,370 | \$38.94 | 4,370 | D | |

Explanation of Responses:

1. These shares were issued with respect to the partial payment of the Company's compensation arrangements for its Directors.

2. This grant will become exercisable in 25% increments on the first (September 28, 2007), second (September 28, 2008), third (September 28, 2009), and fourth (September 28, 2010) anniversary of the grant date.

Remarks:

By: Suellyn P. Tornay ** Signature of Reporting Person

10/02/2006 Date

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

* 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).

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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