

FIRST DATA CORP

Form 4

February 26, 2016

FORM 4UNITED 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foskett Christopher M

(Last) (First) (Middle)

C/O FIRST DATA
CORPORATION, 225 LIBERTY
STREET, 29TH FLOOR

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

FIRST DATA CORP [FDC]

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

10/14/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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		
Class A Common Stock	10/14/2015		A ⁽¹⁾		79,091	A	\$ 0	79,091	D
Class A Common Stock	02/24/2016		A ⁽²⁾		87,228	A	\$ 0	166,319	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 16	10/14/2015		A ⁽³⁾		79,091		⁽³⁾	10/14/2025	Class A Common Stock	79,091
Stock Options (right to buy)	\$ 12.52	02/24/2016		A ⁽⁴⁾		55,066		⁽⁴⁾	02/24/2026	Class A Common Stock	55,066

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foskett Christopher M C/O FIRST DATA CORPORATION 225 LIBERTY STREET, 29TH FLOOR NEW YORK, NY 10281				See Remarks

Signatures

/s/ Gretchen A. Herron, by power of attorney
Date 02/26/2016

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).

- Represents a previous grant of restricted shares of Class A common stock ("Class A Common Stock") of First Data Corporation (the "Issuer"), of which, subject to the reporting person's continued employment through each applicable vesting date, two thirds will vest over
- (1) time, with one fourth of such amount vesting on each of December 31, 2017, 2018, 2019 and 2020, and one third will vest upon the Issuer's achievement of a closing trading price of the Class A Common Stock equal to or greater than \$32.00 per share over any ten consecutive trading-day period following the Issuer's initial public offering.
 - (2) Represents a grant of restricted shares of Class A Common Stock which, subject to the reporting person's continued employment through each applicable vesting date, will vest 20% on February 24, 2017, 40% on February 24, 2018 and 40% on February 24, 2019.

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- Represents a previous grant of stock options which, subject to the reporting person's continued service through each applicable vesting date, will vest two thirds over time, with one fourth of such amount vesting on each of December 31, 2017, 2018, 2019 and 2020, and one third upon the Issuer's achievement of a closing trading price of its Class A Common Stock equal to or greater than \$32.00 per share over any ten consecutive trading-day period following the Issuer's initial public offering.
- (3)
- (4) Represents a grant of stock options which, subject to the reporting person's continued employment through each applicable vesting date, will vest in equal annual installments on each of the first three anniversaries of February 24, 2016.

Remarks:

Title - Executive Vice President, Head of Corporate and Business Development

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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