

FIRST DATA CORP

Form 4

March 17, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarthy Barry C

(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)

03/15/2016

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 ____ Other (specify
below) 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)
				(A) or (D)			
				Code V Amount	Price		

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. P
---------------------------	---------------	---	----------------------------------	----------------	----------------------------	--	---	------

Edgar Filing: FIRST DATA CORP - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Sec (Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(1)</u>	03/15/2016	<u>F</u> ⁽²⁾		17,950	<u>(1)(3)</u>	<u>(1)(3)</u>		Class A Common Stock	17,950	\$

Reporting Owners

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

Signatures

/s/ Stanley J. Andersen, by power of attorney
 03/17/2016
 **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).

Shares of Class B common stock of First Data Corporation (the "Issuer") are convertible into shares of Class A common stock of the Issuer on a one-for-one basis at any time at the option of the holder with the prior written consent of the Issuer, automatically upon transfer, with certain exceptions, and upon certain other events.

(2) Represents shares withheld to pay tax obligations in connection with the vesting of restricted stock awards.

Includes 107,666 shares of restricted Class B common stock of the Issuer, including 20,337 of which will vest upon the expiration of the 180-day lock-up period in connection with the Issuer's initial public offering, 32,625 of which will vest on January 1, 2017 and 54,704 of which (i) 20% will vest upon the expiration of the 180-day lock-up period in connection with the Issuer's initial public offering, (ii) 40% will vest on January 1, 2017 and (iii) 40% will vest on January 1, 2018, subject to continued employment through the applicable vesting dates.

Remarks:

Title - Executive Vice President, Head of Network & Security Solutions

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.