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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Chiarello Guy

> (First) (Middle)

> > (Zip)

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

(Street)

(State)

NEW YORK, NY 10281

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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price Beneficially (D) or Indirect Beneficial (Instr. 4)

Owned Following Reported

Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

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.

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

1

Edgar Filing: FIRST DATA CORP - Form 4

| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (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 | | F(2) | | 304,572 | (1)(3) | (1)(3) | Class A Common Stock | 304,572 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chiarello Guy C/O FIRST DATA CORPORATION 225 LIBERTY STREET, 29TH FLOOR NEW YORK, NY 10281

President

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
- (1) 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 237,273 shares of restricted Class B common stock of the Issuer of which (i) 20% will vest upon the expiration of the 180-day (3) lock-up period in connection with the Issuer's initial public offering, (ii) 40% will vest on January 1, 2017 and (iii) the remaining 40% will vest on January 1, 2018, subject to continued employment through the applicable vesting dates.

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.

Reporting Owners 2