

McCarthy Barry C
Form 4
August 31, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)

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

2. Issuer Name and Ticker or Trading Symbol
FIRST DATA CORP [FDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O FIRST DATA CORPORATION, 225 LIBERTY STREET, 29TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2017

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See remarks

(Street)
NEW YORK, NY 10281

4. If Amendment, Date 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

(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 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock ⁽¹⁾ | 08/29/2017 | | C | | 81,858 | A | \$ 0 |
| Class A Common Stock | 08/29/2017 | | S | | 81,858 | D | \$ 18.1706 |

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

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|---|-----------------|--------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 9.49 | 08/29/2017 | | M | | | 53,386 | (3) | 01/30/2018 | Class B Common Stock (4) | 53,386 |
| Stock Options (right to buy) | \$ 9.49 | 08/29/2017 | | M | | | 28,472 | (3) | 03/11/2018 | Class B Common Stock (4) | 28,472 |
| Class B Common Stock | (4) | 08/29/2017 | | M | | | 53,386 | (4) | (4) | Class A Common Stock | 53,386 |
| Class B Common Stock | (4) | 08/29/2017 | | M | | | 28,472 | (4) | (4) | Class A Common Stock | 28,472 |
| Class B Common Stock | (4) | 08/29/2017 | | C | | | 81,858 | (4) | (4) | Class A Common Stock | 81,858 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| McCarthy Barry C 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

08/31/2017

__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).
- (1) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock.
The price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions
- (2) ranged from \$18.13 to \$18.23, inclusive. Upon request of the SEC staff, First Data Corporation (FDC), or a security holder of FDC, the reporting person will provide full information regarding the number of shares purchased at each separate price.
- (3) These stock options are fully vested and exercisable.
- (4) Shares of Class B common stock are convertible into shares of Class A common stock 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.

Remarks:

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.