

CERTEGY INC
Form 4
November 08, 2004

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 *
KENNEDY LEE A

(Last) (First) (Middle)

11720 AMBER PARK
DRIVE, SUITE 600

(Street)

ALPHARETTA, GA 30004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CERTEGY INC [CEY]

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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			
Common Stock	11/04/2004		M		8,842	A	\$ 10.1965	223,918	D	
Common Stock	11/04/2004		F		2,555	D	\$ 35.28	221,363	D	
Common Stock	11/04/2004		M		16,842	A	\$ 13.2688	238,205	D	
Common Stock	11/04/2004		F		6,334	D	\$ 35.28	231,871	D	
Common Stock	11/04/2004		M		3,558	A	\$ 15.9226	235,429	D	

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Common Stock	11/04/2004	F	1,619	D	\$ 35.28	233,810	D	
Common Stock						36,210	I	By 401(k) Plan
Common Stock						258	I	By Children

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10.1965	11/04/2004		M	8,842	<u>(1)</u> 01/25/2005	Common Stock	8,842	
Employee Stock Option (right to buy)	\$ 13.2688	11/04/2004		M	16,842	<u>(2)</u> 01/31/2006	Common Stock	16,842	
Employee Stock Option (right to buy)	\$ 15.9226	11/04/2004		M	3,558	<u>(3)</u> 01/31/2006	Common Stock	3,558	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KENNEDY LEE A
11720 AMBER PARK DRIVE
SUITE 600
ALPHARETTA, GA 30004

X

Chief Executive Officer

Signatures

Pamela Tefft, as Attorney-in-Fact for Lee A. Kennedy, pursuant to a Power of Attorney on
File

11/08/2004

__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) The option consisting of 16,842 shares fully vested in four equal annual installments beginning on 1/25/1996, which was the first anniversary of the date of grant.
- (2) The option consisting of 16,842 shares fully vested in four equal annual installments beginning on 1/31/1997, which was the first anniversary of the date of grant.
- (3) The option consisting of 3,558 shares fully vested in four equal annual installments of 89, 88, 88 and 3,323 shares, respectively, beginning on 1/31/1997, which was the first anniversary of the date of grant.

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.