

CERTEGY INC
Form 4
February 01, 2006

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 *
HINES GERALD A

(Last) (First) (Middle)
100 2ND AVENUE SOUTH, SUITE 1100S
(Street)

ST. PETERSBURG, FL 33701

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2006

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)
Executive V-P - Global Develop

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	01/31/2006		M		1,733	A	\$ 26.6771
Common Stock	01/31/2006		S		1,733	D	\$ 43
Common Stock	01/31/2006		M		15,312	A	\$ 32.55
Common Stock	01/31/2006		S		15,312	D	\$ 43
Common Stock	01/31/2006		M		3,063	A	\$ 30.0947
Common Stock	01/31/2006		M		3,063	A	\$ 30.0947

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Common Stock	01/31/2006		S	3,063	D	\$ 43	54,338.3	D	
Common Stock	01/31/2006		M	11,962	A	\$ 34.96	66,300.3	D	
Common Stock	01/31/2006		S	11,962	D	\$ 43	54,338.3	D	
Common Stock	01/31/2006		M	1,225	A	\$ 30.4007	55,563.3	D	
Common Stock	01/31/2006		S	1,225	D	\$ 43	54,338.3	D	
Common Stock	01/31/2006		M	3,739	A	\$ 23.7248	58,077.3	D	
Common Stock	01/31/2006		S	3,739	D	\$ 43	54,338.3	D	
Common Stock	01/31/2006		M	12,253	D	\$ 18.7709	66,591.3	D	
Common Stock	01/31/2006		S	12,253	D	\$ 43	54,338.3	D	
Common Stock	01/31/2006		M	10,450	A	\$ 28.5	64,788.3	D	
Common Stock	01/31/2006		S	10,450	D	\$ 43	54,338.3	D	
Common Stock	01/31/2006		M	35,140	A	\$ 34.96	89,478.3	D	
Common Stock	01/31/2006		S	35,140	D	\$ 43	54,338.3	D	
Common Stock							567.06	I	By 401(K) Plan

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.6771		01/31/2006	M			1,733	<u>(1)</u>	01/28/2008	Common Stock	1,733
Employee Stock Option (right to buy)	\$ 32.55		01/31/2006	M			15,312	<u>(2)</u>	02/04/2011	Common Stock	15,312
Employee Stock Option (right to buy)	\$ 30.0947		01/31/2006	M			3,063	<u>(3)</u>	01/27/2009	Common Stock	3,063
Employee Stock Option (right to buy)	\$ 34.96		01/31/2006	M			11,962	<u>(4)</u>	02/12/2012	Common Stock	11,962
Employee Stock Option	\$ 30.4007		01/31/2006	M			1,225	<u>(5)</u>	06/01/2008	Common Stock	1,225
Employee Stock Option (right to buy)	\$ 23.7248		01/31/2006	M			3,739	<u>(6)</u>	01/29/2011	Common Stock	3,739
Employee Stock Option (right to buy)	\$ 18.7709		01/31/2006	M			12,253	<u>(7)</u>	12/10/2009	Common Stock	12,253
Employee Stock Option (right to buy)	\$ 28.5		01/31/2006	M			10,450	<u>(8)</u>	10/31/2011	Common Stock	10,450
Employee Stock Option	\$ 34.96		01/31/2006	M			35,140	<u>(9)</u>	02/12/2012	Common Stock	35,140

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HINES GERALD A 100 2ND AVENUE SOUTH SUITE 1100S ST. PETERSBURG, FL 33701			Executive V-P - Global Develop	

Signatures

Marcia R. Glick, as Attorney-in-Fact for Gerald A. Hines pursuant to a Power of Attorney on file

02/01/2006

__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 fully vested on 1/28/2001.
- (2) The option vests in four installments on 2/4/04, 12/31/04, 12/31/05 and 12/31/06.
- (3) The option fully vested on 1/27/2001.
- (4) The option fully vested on 2/12/2002.
- (5) The option fully vested on June 1, 2001.
- (6) The option fully vested on 1/29/2002.
- (7) The option fully vested on 12/10/2002.
- (8) The shares fully vested on 10/31/2004.
- (9) The option fully vested on 2/12/2005.

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.