

Discover Financial Services
 Form 4
 October 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
NELMS DAVID W

(Last) (First) (Middle)
 2500 LAKE COOK ROAD
 (Street)

RIVERWOODS, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Discover Financial Services [DFS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/01/2012

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)
 Chairman and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/01/2012 | | M | | 113,856 | A | \$ 18.87 |
| Common Stock | 10/01/2012 | | S | | 113,856 | D | \$ 39.97 (1) |
| Common Stock | 10/01/2012 | | M | | 91,421 | A | \$ 27.6 |
| Common Stock | 10/01/2012 | | S | | 91,421 | D | \$ 39.74 (4) |
| | 10/01/2012 | | M | | 32,603 | A | \$ 27.6 |
| | | | | | | | 1,997,088 |

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| | | | | | | | | | |
|--------------|------------|--|-----|--------|---|------------------------|-----------|---|---------|
| Common Stock | | | | | | | | | |
| Common Stock | 10/01/2012 | | S | 32,603 | D | \$ 39.58 <u>(7)</u> | 1,964,485 | D | |
| Common Stock | 10/02/2012 | | G V | 25,000 | D | \$ 0 | 1,939,485 | D | |
| Common Stock | | | | | | | 955.53 | I | By ESOP |
| Common Stock | | | | | | | 7,814.69 | I | ESPP |

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 Number Shares |
| Employee Stock Option | \$ 18.87 | 10/01/2012 | | M | | <u>(2)</u> | 01/02/2014 | Common Stock | 113,856 |
| Employee Stock Option | \$ 27.6 | 10/01/2012 | | M | | <u>(5)</u> | 01/02/2013 | Common Stock | 91,421 |
| Employee Stock Option | \$ 27.6 | 10/01/2012 | | M | | <u>(8)</u> | 01/02/2013 | Common Stock | 32,603 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chairman and CEO | |

NELMS DAVID W
2500 LAKE COOK ROAD
RIVERWOODS, IL 60015

Signatures

/s/ Simon Halfin as Attorney-in-Fact for David W.
Nelms

10/03/2012

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.75 to \$40.06, inclusive. The reporting person undertakes to provide to Discover Financial Services, any security holder of Discover Financial Services, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) This option fully vested on January 2, 2007.

(3) In connection with Discover Financial Services' Spin-Off from Morgan Stanley, this option was granted by Discover Financial Services in replacement of an option to purchase 38,753 shares of common stock of Morgan Stanley at an exercise price of \$55.45.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.66 to \$39.85, inclusive. The reporting person undertakes to provide to Discover Financial Services, any security holder of Discover Financial Services, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) This option fully vested on November 30, 2007.

(6) In connection with Discover Financial Services' Spin-Off from Morgan Stanley, this option was granted by Discover Financial Services in replacement of an option to purchase 31,117 shares of common stock of Morgan Stanley at an exercise price of \$81.10.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.52 to \$39.67, inclusive. The reporting person undertakes to provide to Discover Financial Services, any security holder of Discover Financial Services, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(8) This option fully vested on March 27, 2007.

(9) In connection with Discover Financial Services' Spin-Off from Morgan Stanley, this option was granted by Discover Financial Services in replacement of an option to purchase 11,097 shares of common stock of Morgan Stanley at an exercise price of \$81.10.

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

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