ONLINE RESOURCES CORP

Form 4/A June 03, 2008

FORM 4

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

OMB Number:

Issuer

OMB APPROVAL

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

2. Issuer Name and Ticker or Trading

Symbol

may continue. See Instruction

1(b).

(Print or Type Responses)

LAWLOR MATTHEW P

1. Name and Address of Reporting Person *

			ONLINE RESOURCES CORP [ORCC]				P	(Check all applicable)			
(Last)		Middle)	3. Date of Earliest Transaction (Month/Day/Year)				X Director 10% OwnerX Officer (give title Other (specify below)				
4795 MEADOW WOOD LANE, SUITE 300			03/01/2008						Chairman & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 03/04/2008						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CHANTIL	03/04/2000						Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non	ı-D	Derivative	Secui	ities Acq	uired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transact Code (Instr. 8)	ion	4. Securiti (A) or Dis (Instr. 3, 4)	posed	of (D)	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)
Common Stock	03/01/2008	03/01/20	08	M		12,832	A	\$0	1,040,303 (1)	D	
Common Stock	03/01/2008	03/01/20	08	F		4,132	D	\$ 10.24	1,036,171 (1)	D	
Common Stock									19,903 (2)	I	by Rosemary K. Lawlor Trust
Common Stock									58,157 (3)	I	by Rosemary

Edgar Filing: ONLINE RESOURCES CORP - Form 4/A

K. Lawlor Irrevocable Trust

Common Stock

58,156 (3)

I

by Matthew P. Lawlor Irrevocable

Trust

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.

SEC 1474 (9-02)

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

	Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	
(IIIsti. 3)	Derivative Security		(Mondin Day) Tear

5. TransactionNumber Expiration Date Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

6. Date Exercisable and 7. Title and Amount of Underlying Securities (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5)

Bene Own Follo Repo Trans (Insti

9. Nu

Deriv

Secu

Amount or Expiration Title Number Date Exercisable Date of Code V (A) (D) Shares

(Month/Day/Year)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LAWLOR MATTHEW P

4795 MEADOW WOOD LANE **SUITE 300**

X

Chairman & CEO

CHANTILLY, VA 20151

Signatures

Matthew P. 06/03/2008 Lawlor

**Signature of Date Reporting Person

Reporting Owners 2

Edgar Filing: ONLINE RESOURCES CORP - Form 4/A

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 amount of securities beneficially owned has been amended to include 12,832 shares that were erroneously omitted from the original filing and to include a decrease of 3,643 shares that was a correction from 2007. See the amended Form 5 filed June 3, 2008.
- (2) The amount of securities beneficially owned was reduced by 2,200 due to a correction from 2007. See the amended Form 5 filed June 3, 2008.
- (3) The amount of securities beneficially owned was amended to include an additional 2,200 shares as a correction from 2007. See the amended Form 5 filed June 3, 2008.

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.