

ACI WORLDWIDE, INC.
Form 4
December 02, 2011

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 *
HEASLEY PHILIP G

2. Issuer Name and Ticker or Trading Symbol
ACI WORLDWIDE, INC. [ACIW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
120 BROADWAY, SUITE 3350

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

(Street)
NEW YORK, NY 10271

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

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 | (D) | Price |
| Common Stock | 11/30/2011 | | M | | 4,367 | A | \$ 14.99 |
| | | | | | | | 266,186 ⁽¹⁾ |
| Common Stock | 11/30/2011 | | S | | 4,367 | D | \$ 30.0501 |
| | | | | | | | 261,819 ⁽²⁾ |
| Common Stock | 11/30/2011 | | M | | 25,633 | A | \$ 14.99 |
| | | | | | | | 287,452 |
| Common Stock | 11/30/2011 | | S | | 25,633 | D | \$ 29.75 |
| | | | | | | | 261,819 |

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.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 14.99 | 11/30/2011 | | M | 4,367 | <u>(3)</u> 02/07/2018 | Common Stock | 4,367 |
| Non-Qualified Stock Option (right to buy) | \$ 14.99 | 11/30/2011 | | M | 25,633 | <u>(3)</u> 02/07/2018 | Common Stock | 25,633 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEASLEY PHILIP G 120 BROADWAY SUITE 3350 NEW YORK, NY 10271 | X | | CEO and President | |

Signatures

By: /s/ Dennis P. Byrnes, Attorney in Fact For: Philip G. Heasley 12/02/2011

__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 amount of securities owned has been updated to include 2,847 shares acquired under the ACI Worldwide, Inc. 1999 Employee Stock Purchase Plan, as amended.

(2) The sale price ranged from \$30.05 to \$30.06, with a weighted average sale price of \$30.050126. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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- (3) The options vested in equal annual installments over a four year period which commenced with the first anniversary of the date of grant.
The options reported as exercised herein were vested prior to exercise.

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