Edgar Filing: LAWLOR MATTHEW P - Form 5

LAWLOR MATTHEW P

Form 5

Common

Stock

12/28/2006

12/28/2006

G

500

D

\$0

22,828

Ι

February 14, 2007

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer LAWLOR MATTHEW P Symbol ONLINE RESOURCES CORP (Check all applicable) [ORCC] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2006 Chairman & CEO 4795 MEADOW WOOD LANE, Â SUITE 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CHANTILLY, VAÂ 20151 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) (D) Amount Price by Common Rosemary 12/26/2006 12/26/2006 G 2,000 D \$0 22,828 I Stock K. Lawlor

Trust

Rosemary

K. Lawlor Trust

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Common Stock	Â	Â	Â	Â	Â	Â	1,009,395	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	55,957	I	by Rosemary K. Lawlor Irrevocable Trust
Common Stock	Â	Â	Â	Â	Â	Â	55,956	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 2270 (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 Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Num of Sh
Stock Option	\$ 11.05	01/01/2006	Â	A4	15,903	Â	(1)	01/01/2013	Common Stock	15,9
Restricted Stock Units	\$ 0	01/01/2006	Â	A4	10,073	Â	(1)	(2)	Common Stock	10,0
Restricted Stock Units	\$ 0	01/01/2006	Â	A4	20,145	Â	01/01/2009	(2)	Common Stock	20,1

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAWLOR MATTHEW P 4795 MEADOW WOOD LANE SUITE 300 CHANTILLY, VA 20151	ÂX	Â	Chairman & CEO	Â			

Reporting Owners 2

Signatures

Matthew P. 02/14/2007 Lawlor

**Signature of Date
Reporting Person

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) Vests equally on 01/01/2007, 01/01/2008 and 01/01/2009.
- (2) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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