CROSIER RAYMOND T
Form 4
January 05, 2010

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROSIER RAYMOND T
(Last) (First) (Middle)
4795 MEADOW WOOD LANE
(Street)
CHANTILLY, VA 20151
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ONLINE RESOURCES CORP [ORCC]

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2010

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & COO, Interim CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	12/31/2009	12/31/2009	P		901 (1)	A	$ 5	152,746	D	
Common Stock	01/01/2010	01/01/2010	M		14,802 (2)	A	$ 0	167,548	D	
Common Stock	01/01/2010	01/01/2010	F		5,683 (2)	D	$ 5.26	161,865	D	
Common Stock								6,250	I	by Deborah Crosier (wife)
Common Stock								1,400	I	by Jennifer Wisdom

(daughter)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sh
Restricted Stock Units	$ 0	01/01/2010	01/01/2010	M			8,750	01/01/2010	(3)	Common Stock	8,7
Restricted Stock Units	$ 0	01/01/2010	01/01/2010	M			2,577	01/01/2010	(3)	Common Stock	2,5
Restricted Stock Units	$ 0	01/01/2010	01/01/2010	M			2,498	01/01/2010	(3)	Common Stock	2,4
Restricted Stock Units	$ 0	01/01/2010	01/01/2010	M			977	01/01/2010	(3)	Common Stock	97
Restricted Stock Units	$ 0	01/04/2010	01/04/2010	A		23,809		01/01/2011 (4)	(3)	Common Stock	23,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROSIER RAYMOND T 4795 MEADOW WOOD LANE CHANTILLY, VA 20151			President & COO, Interim CEO	

Signatures

/s/ Raymond T. Crosier	01/05/2010
**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) Purchased as part of the Company's employee stock purchase plan.

(2) 14,802 RSUs vested, 5,683 were withheld to cover income taxes, net shares acquired were 9,119.

(3) Not applicable.

(4) Full amount vests on 1/1/2011.

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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