

LAWLOR MATTHEW P

Form 4

November 17, 2008

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAWLOR MATTHEW P

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
4795 MEADOW WOOD  
LANE, SUITE 300

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/15/2008

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman & CEO

(Street)

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

CHANTILLY, VA 20151

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|

|                 |            |            |   |       |                               |   |  |
|-----------------|------------|------------|---|-------|-------------------------------|---|--|
| Common<br>Stock | 11/15/2008 | 11/15/2008 | M | 642 A | \$ 0 1,082,738 <sup>(1)</sup> | D |  |
|-----------------|------------|------------|---|-------|-------------------------------|---|--|

|                 |  |  |  |  |                       |   |                                   |
|-----------------|--|--|--|--|-----------------------|---|-----------------------------------|
| Common<br>Stock |  |  |  |  | 12,403 <sup>(1)</sup> | I | by Rosemary<br>K. Lawlor<br>Trust |
|-----------------|--|--|--|--|-----------------------|---|-----------------------------------|

|                 |  |  |  |  |                       |   |                                                  |
|-----------------|--|--|--|--|-----------------------|---|--------------------------------------------------|
| Common<br>Stock |  |  |  |  | 65,657 <sup>(2)</sup> | I | by Rosemary<br>K. Lawlor<br>Irrevocable<br>Trust |
|-----------------|--|--|--|--|-----------------------|---|--------------------------------------------------|

|        |  |  |  |  |                       |   |            |
|--------|--|--|--|--|-----------------------|---|------------|
| Common |  |  |  |  | 65,656 <sup>(2)</sup> | I | by Matthew |
|--------|--|--|--|--|-----------------------|---|------------|

# Edgar Filing: LAWLOR MATTHEW P - Form 4

|                 |        |   |                                   |
|-----------------|--------|---|-----------------------------------|
| Stock           |        |   | P. Lawlor<br>Irrevocable<br>Trust |
| Common<br>Stock | 10,000 | I | by Mary M.<br>Lawlor              |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 3) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|--------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                                        |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  | 11/15/2008                              | 11/15/2008                                                  | M                                       | 642                                                                                                                | 11/15/2008                                                     | <u>(3)</u>         | Common<br>Stock                                                     | 642                                    | \$                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                |       |
|-------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                               | Director      | 10% Owner | Officer        | Other |
| LAWLOR MATTHEW P<br>4795 MEADOW WOOD LANE<br>SUITE 300<br>CHANTILLY, VA 20151 | X             |           | Chairman & CEO |       |

## Signatures

Matthew P.  
Lawlor 11/17/2008

\_\_\_\_\_  
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) 7,500 shares were transferred to irrevocable trusts.

(2) 3,750 shares were transferred from shares beneficially owned directly and 3,750 shares were transferred from the Rosemary K. Lawlor Trust.

(3) Not applicable.

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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