

LAWLOR MATTHEW P  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2008

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

CHANTILLY, VA 20151

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

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 12/31/2008                           | 12/31/2008   | M                              | 5,662   | A \$ 0  | 1,102,931  | D   |
| Common Stock                    | 01/01/2009                           | 01/01/2009   | M                              | 24,298  | A \$ 0  | 1,127,229  | D   |
| Common Stock                    | 01/01/2009                           | 01/01/2009   | F                              | 9,281   | D \$ 4.74   | 1,117,948  | D   |
| Common Stock                    |                                      |  |                                |   |   | 11,629   | I   |

by  
Rosemary  
K. Lawlor  
Trust

|              |        |   |   |
|--------------|--------|---|---|
| Common Stock | 66,431 | I | by Matthew P. Lawlor Irrevocable Trust  |
| Common Stock | 66,430 | I | by Rosemary R. Lawlor Irrevocable Trust |
| Common Stock | 10,000 | I | by Mary M. Lawlor (mother)              |

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 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | \$ 0   | 12/31/2008                           | 12/31/2008   | M                              | 5,662   | 12/31/2008 <sup>(1)</sup>                                | Common Stock  | 5,662                         |
| Restricted Stock Units                     | \$ 0   | 01/01/2009                           | 01/01/2009   | M                              | 24,298 <sup>(2)</sup>   | 01/01/2009 <sup>(1)</sup>                                | Common Stock  | 24,298 <sup>(2)</sup>         |

## Reporting Owners

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

CHANTILLY, VA 20151

## Signatures

Matthew P.  
Lawlor

01/05/2009

\_\_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) Not applicable.

(2) 24,298 RSUs vested, 9,281 were withheld to cover income taxes, net shares were 15,017.

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.