

Suther Timothy J  
Form 4  
May 23, 2012

**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 \*  
Suther Timothy J

2. Issuer Name and Ticker or Trading Symbol  
ACXIOM CORP [ACXM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ACXIOM CORPORATION, 601 E. THIRD STREET

3. Date of Earliest Transaction (Month/Day/Year)  
05/21/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Mktg. & Strategy Officer

(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

LITTLE ROCK, AR 72201

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$.10 Par Value	05/21/2012		A		8,429 (1)	A	\$ 0 73,527	D	
Common Stock, \$.10 Par Value	05/21/2012		A		6,322 (2)	A	\$ 0 79,849	D	
Common Stock, \$.10 Par Value	05/22/2012		F		766 (3)	D	\$ 13.27 79,083	D	
Common Stock, \$.10							2,721.2028	I	by Managed

Par Value				Account 1
Common Stock, \$.10 Par Value	398.6948	I		by Managed Account 2

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 13.28	05/21/2012		A	13,684	<u>(4)</u> 05/21/2022	Common Stock, \$.10 Par Value	13,684

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Suther Timothy J  
ACXIOM CORPORATION  
601 E. THIRD STREET  
LITTLE ROCK, AR 72201

Director    10% Owner    Officer    Other

Chief Mktg. & Strategy Officer

## Signatures

By: Catherine L. Hughes, Attorney-in-Fact For: Timothy J. Suther

05/23/2012

\_\_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).

## Edgar Filing: Suther Timothy J - Form 4

- This is a grant of performance units. Each performance unit represents a contingent right to receive one share of the registrant's common stock. Vesting will occur subsequent to the attainment of certain performance criteria approved by the Compensation Committee of the registrant's Board of Directors for the performance period ending March 31, 2015, contingent upon the reporting person's continued employment with the registrant.
- (1) This is a grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the registrant's common stock. Vesting will begin on May 21, 2013 with 25% of the total becoming vested on that date and 25% each 12 months thereafter until 100% vested, contingent upon the reporting person's continued employment with the registrant.
  - (2) These shares were withheld by Acxiom Corporation to satisfy the reporting person's tax obligations that arose on May 22, 2012, when restricted stock units belonging to the reporting person vested.
  - (3) This non-qualified stock option vests incrementally over four years beginning May 21, 2013, with 25% of the total becoming vested on that date and 25% each 12 months thereafter until 100% vested. The option expires 10 years from the date of grant.

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.