

CORILLIAN CORP
Form 4
May 17, 2007

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 *
Litch Erich J

(Last) (First) (Middle)
3400 NW JOHN OLSEN PLACE
(Street)

HILLSBORO, OR 97124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CORILLIAN CORP [CORI]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP Corp. Dev. & GC

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/15/2007 | | D | | 4,709 | D | 5.15 |
| | | | | | | | 0 |
| | | | | | | | <u>(1)</u> |

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)

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| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Stock Option (right to buy) | \$ 8 | 05/15/2007 | | J | 35,000 | 04/08/2001 | 04/08/2010 | Common Stock | 35,000 |
| Stock Option (right to buy) | \$ 0.86 | 05/15/2007 | | J | 70,312 | 04/22/2004 | 04/22/2013 | Common Stock | 70,312 |
| Stock Option (right to buy) | \$ 3 | 05/15/2007 | | J | 61,875 | 07/28/2004 | 07/28/2013 | Common Stock | 61,875 |
| Stock Option (right to buy) | \$ 2.87 | 05/15/2007 | | J | 250,000 | 03/15/2006 | 03/15/2015 | Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 2.85 | 05/15/2007 | | J | 15,625 | 02/11/2003 | 02/11/2012 | Common Stock | 15,625 |
| Stock Option (right to buy) | \$ 3.15 | 05/15/2007 | | J | 3,125 | 04/25/2002 | 04/25/2011 | Common Stock | 3,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Litch Erich J 3400 NW JOHN OLSEN PLACE HILLSBORO, OR 97124 | | | SVP Corp. Dev. & GC | |

Signatures

/s/ Erich J. Litch 05/17/2007

**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) Corillian Corporation was acquired by CheckFree Corporation on May 15, 2007, resulting in a change of control, pursuant to which each share of Corillian Common Stock was exchanged for the right to receive \$5.15 in cash.

At the effective time of the acquisition of Corillian Corporation by CheckFree Corporation, the vesting of all outstanding stock options accelerated, each outstanding stock option was converted into the right to receive the excess, if any, of \$5.15 over the exercise price per share of such stock option, and each outstanding stock option was then terminated upon the change of control.

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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