

ONLINE RESOURCES CORP

Form 5/A

June 03, 2008

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LAWLOR MATTHEW P

(Last) (First) (Middle)

**4795 MEADOW WOOD
LANE, SUITE 300**

(Street)

2. Issuer Name and Ticker or Trading
Symbol**ONLINE RESOURCES CORP
[ORCC]**3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20075. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO4. If Amendment, Date Original
Filed(Month/Day/Year)
02/14/2008

6. Individual or Joint/Group Reporting

(check applicable line)

CHANTILLY, VA 20151☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/01/2007	03/01/2007	J4 ⁽¹⁾	2,200 ₍₁₎	D ₍₁₎	\$ 0	1,022,656 ₍₂₎	D	Â
Common Stock	03/01/2007	03/01/2007	J4 ⁽³⁾	2,200 ₍₃₎	D ₍₃₎	\$ 0	19,903	I	by Rosemary K. Lawlor Trust
Common Stock	03/01/2007	03/01/2007	J4 ⁽³⁾	2,200 ₍₃₎	A ₍₃₎	\$ 0	58,157	I	by Rosemary

Common Stock	03/01/2007	03/01/2007	J4 ⁽¹⁾	2,200 ⁽¹⁾	A ⁽¹⁾	\$ 0	58,156	I	K. Lawlor Irrevocable Trust by Matthew P. Lawlor Irrevocable Trust
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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 2270
(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. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

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

Signatures

Matthew P.
Lawlor

06/03/2008

**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).

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- (1) 2,200 shares were transferred from Mr. Lawlor's trust account to his irrevocable trust account on 3/1/2007. This transaction was not previously reported.
- (2) The amount of securities beneficially owned was adjusted and decreased by an additional 1,443 shares due to a cumulative error from previous filings.
- (3) 2,200 shares were transferred from Mrs. Lawlor's trust account to her irrevocable trust account on 3/1/2007. This transaction was not previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.