

ONLINE RESOURCES CORP
Form 4
August 08, 2006

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 *
WESSLER BARRY D

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)
12009 SMOKETREE RD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2006

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

POTOMAC, MD 20854

(City) (State) (Zip)

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

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)
				(A) or (D)	Price			
Common Stock	08/08/2006		M	V	9,459 A \$ 2	13,468	D	
Common Stock	08/08/2006		M	V	7,414 A \$ 3.1	20,882	D	
Common Stock	08/08/2006		M	V	5,912 A \$ 3.7	26,794	D	

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 2	08/08/2006		M	9,459	<u>(1)</u> 05/01/2011	Common Stock	9,459
Stock Option	\$ 3.1	08/08/2006		M	7,414	<u>(2)</u> 05/21/2012	Common Stock	7,414
Stock Option	\$ 3.7	08/08/2006		M	5,912	<u>(3)</u> 05/20/2013	Common Stock	5,912

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESSLER BARRY D 12009 SMOKETREE RD POTOMAC, MD 20854		X		

Signatures

Barry D. Wessler 08/08/2006

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) Stock option vested as follows: 25% on 7/31/2001, 25% on 10/31/2001, 25% on 1/31/2002 and 25% on 4/30/2002
- (2) Stock option vested as follows: 25% on 7/31/2002, 25% on 10/31/2002, 25% on 1/31/2003 and 25% on 4/30/2003
- (3) Stock option vested as follows: 25% on 7/31/2003, 25% on 10/31/2003, 25% on 1/31/2004 and 25% on 4/30/2004

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.