

FORTUNE PETER S  
Form 4  
December 20, 2005

**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 \*  
FORTUNE PETER S

2. Issuer Name and Ticker or Trading Symbol  
BOTTOMLINE TECHNOLOGIES INC /DE/ [EPAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
39A ST PETERS AVENUE., CAVERSHAM, READING  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/16/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President of BT EU & CMO

UNITED KINGDOM, X0 RG4 7DH  
(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)<br>Code V Amount (D) Price                             |   |  |                                     |
| Common Stock                    | 12/16/2005                           |  | M                              | 500 A \$ 3.96   | 73,154  | D  |                                     |
| Common Stock                    |                                      |  |                                |   | 1,444   | I  | As trustee for Hariet Fortune Trust |
| Common Stock                    |                                      |  |                                |   | 1,444   | I  | As trustee for Matthew Fortune      |

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| Common Stock | Date       | Code | Quantity | Acquisition | Price    | Value  | Disposition | Trust                                |
|--------------|------------|------|----------|-------------|----------|--------|-------------|--------------------------------------|
| Common Stock | 12/16/2005 | M    | 6,250    | A           | \$ 5.129 | 79,404 | D           | Trust                                |
| Common Stock |            |      |          |             |          | 1,444  | I           | As trustee for Hariet Fortune Trust  |
| Common Stock |            |      |          |             |          | 1,444  | I           | As trustee for Matthew Fortune Trust |
| Common Stock | 12/16/2005 | M    | 937      | A           | \$ 5.4   | 80,341 | D           |                                      |
| Common Stock |            |      |          |             |          | 1,444  | I           | As trustee for Hariet Fortune Trust  |
| Common Stock |            |      |          |             |          | 1,444  | I           | As trustee for Matthew Fortune Trust |
| Common Stock | 12/16/2005 | M    | 1,113    | A           | \$ 5.87  | 81,454 | D           |                                      |
| Common Stock |            |      |          |             |          | 1,444  | I           | As trustee for Hariet Fortune Trust  |
| Common Stock |            |      |          |             |          | 1,444  | I           | As trustee for Matthew Fortune Trust |
| Common Stock | 12/16/2005 | S    | 1,000    | D           | \$ 12.15 | 80,454 | D           |                                      |
| Common Stock |            |      |          |             |          | 1,444  | I           | As trustee for Hariet Fortune Trust  |
| Common Stock |            |      |          |             |          | 1,444  | I           | As trustee for Matthew Fortune Trust |

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|              |            |  |   |       |   |          |        |   |                                      |
|--------------|------------|--|---|-------|---|----------|--------|---|--------------------------------------|
| Common Stock | 12/16/2005 |  | S | 100   | D | \$ 12.11 | 80,354 | D |                                      |
| Common Stock |            |  |   |       |   |          | 1,444  | I | As trustee for Hariet Fortune Trust  |
| Common Stock |            |  |   |       |   |          | 1,444  | I | As trustee for Matthew Fortune Trust |
| Common Stock | 12/16/2005 |  | S | 7,700 | D | \$ 12.1  | 72,654 | D |                                      |
| Common Stock |            |  |   |       |   |          | 1,444  | I | As trustee for Hariet Fortune Trust  |
| Common Stock |            |  |   |       |   |          | 1,444  | I | As trustee for Matthew Fortune Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4) |                  |                 |       |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|--------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title | Amount |
| Non-Qualified Stock Options (right to buy) | \$ 3.96  | 12/16/2005                           |  | M                              | 500   | 09/17/2002 <sup>(1)</sup>                                | 09/17/2011  | Common Stock     |                 |       |        |

|  |          |            |   |       |                           |            |              |   |
|--|----------|------------|---|-------|---------------------------|------------|--------------|---|
| Non-Qualified Stock Options (right to buy) | \$ 5.129 | 12/16/2005 | M | 6,250 | 09/19/2003 <sup>(1)</sup> | 09/19/2012 | Common Stock | 6 |
| Non-Qualified Stock Options (right to buy) | \$ 5.4   | 12/16/2005 | M | 937   | 06/29/2002 <sup>(1)</sup> | 06/29/2011 | Common Stock |   |
| Non-Qualified Stock Options (right to buy) | \$ 5.87  | 12/16/2005 | M | 1,113 | 05/13/2004 <sup>(1)</sup> | 05/13/2013 | Common Stock | 1 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| FORTUNE PETER S<br>39A ST PETERS AVENUE,<br>CAVERSHAM, READING<br>UNITED KINGDOM, X0 RG4 7DH |               |           | President of BT EU & CMO |       |

## Signatures

Kevin Donovan as POA for Peter S.  
Fortune

12/20/2005

\*\*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).
- This grant is exercisable in installments over a four year period commencing one year after the grant date, with 25% becoming vested one (1) year after the date of grant and an additional 6.25% of the original number of shares at the end of each successive three-month period following the first anniversary of the grant date until the fourth anniversary of the grant date.

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