

ACI WORLDWIDE, INC.
Form 4
August 19, 2008

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 *
VIPOND MARK R

(Last) (First) (Middle)
120 BROADWAY, SUITE 3350
(Street)

NEW YORK, NY 10271

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACI WORLDWIDE, INC. [ACIW]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2008

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 & President Global Product

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/15/2008 | | M | | 20,000 | A | \$ 10.28 |
| | | | | | | | 56,117 ⁽¹⁾ |
| Common Stock | 08/15/2008 | | S | | 20,000 | D | \$ 17.1285 |
| | | | | | | | 36,117 ₍₂₎ |
| Common Stock | 08/15/2008 | | M | | 30,959 | A | \$ 13.875 |
| | | | | | | | 67,076 |
| Common Stock | 08/15/2008 | | S | | 30,959 | D | \$ 17.1285 |
| | | | | | | | 36,117 ₍₂₎ |
| | 08/15/2008 | | M | | 5,755 | A | \$ 13.875 |
| | | | | | | | 41,872 |

Common
Stock

Common Stock 08/15/2008 S 5,755 D \$
17.1285 36,117 ⁽³⁾ D
(2)

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.

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 10.28 | 08/15/2008 | | M | 20,000 | <u>(4)</u> 05/13/2012 | Common Stock | 20,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 13.875 | 08/15/2008 | | M | 30,959 | <u>(5)</u> 11/10/2010 | Common Stock | 30,959 | |
| Non-Qualified Stock Option (right to buy) | \$ 13.875 | 08/15/2008 | | M | 5,755 | <u>(6)</u> 11/10/2010 | Common Stock | 5,755 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VIPOND MARK R 120 BROADWAY SUITE 3350 NEW YORK, NY 10271 | | | SVP & President Global Product | |

Signatures

By: Victoria H Finley, Attorney in Fact For: Mark
Vipond

08/19/2008

__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).
- (1) The amount of securities owned has also been updated to include 1,941 shares acquired pursuant to the ACI Worldwide, Inc 1999 Employee Stock Purchase Plan, as amended.

The sale price ranged from \$17.00 to \$17.31, with a weighted average sale price of \$17.1285. The reporting person hereby undertakes to
- (2) provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

In addition, there are 241 shares owned by Mr. Vipond's spouse. Mr Vipond disclaims beneficial ownership of these securities, and this
- (3) report shall not be deemed an admission that Mr. Vipond is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (4) The options vest in equal annual installments over a 3 - year period commencing on May 13, 2002. The options reported as exercised herein were vested prior to exercise.
- (5) The options vest in equal annual installments over a 3 - year period commencing on November 10, 2000. The options reported as exercised herein were vested prior to exercise.
- (6) The options vest in equal annual installments over a 4 - year period commencing on November 10, 2000 The options reported as exercised herein were vested prior to exercise.

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.