

BERKELEY ALFRED R III  
Form 4  
March 07, 2012

**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 \*  
**BERKELEY ALFRED R III**  
  
(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)  
**03/02/2012**  
  
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)  
  
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 03/02/2012                           |  | M                              | 2,600 A   | \$ 26.6 16,530  | D  |   |
| Common Stock                    | 03/02/2012                           |  | S                              | 2,600 D   | \$ 38.52 13,930   | D  |   |
| Common Stock                    | 03/05/2012                           |  | M                              | 7,400 A   | \$ 26.6 21,330  | D  |   |
| Common Stock                    | 03/05/2012                           |  | S                              | 7,400 D   | \$ 37.6053 13,930   | D  |   |

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

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 26.6  | 03/02/2012                           |  | M                              | 2,600   | <u>(2)</u> 09/06/2017                                    | Common Stock  | 2,600                      |
| Non-Qualified Stock Option (right to buy)  | \$ 26.6  | 03/05/2012                           |  | M                              | 7,400   | <u>(2)</u> 09/06/2017                                    | Common Stock  | 7,400                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BERKELEY ALFRED R III<br>120 BROADWAY<br>SUITE 3350<br>NEW YORK, NY 10271 |               | X         |         |       |

## Signatures

By: /s/ Kathryn A. Ekeler, Attorney in Fact For: Alfred R. Berkeley III

03/06/2012

\_\_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 sale price ranged from \$37.55 to \$37.63, with a weighted average sale price of \$37.605268. The reporting person hereby undertakes to 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.

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The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vested on the (2) day immediately prior to the date of the next annual meeting of stockholders of the Company following the date of grant, September 6, 2007. 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.