

LAWLOR MATTHEW P
 Form 4
 December 04, 2009

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 *
 LAWLOR MATTHEW P

2. Issuer Name and Ticker or Trading Symbol
 ONLINE RESOURCES CORP
 [ORCC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

(Last) (First) (Middle)
 4795 MEADOW WOOD LANE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/18/2009

CHANTILLY, VA 20151

(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 Indirect Ownership (Instr. 4)
Common Stock				(A) or (D)	863,324	D	
Common Stock				(A) or (D)	11,629	I	by Rosemary K. Lawlor Trust
Common Stock				(A) or (D)	97,230	I	by Rosemary K. Lawlor Irrevocable Trust

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Common Stock							97,229	I	by Matthew P. Lawlor Irrevocable Trust
Common Stock	11/18/2009	11/18/2009	S	2,000	D	\$ 5.68	16,960 ⁽¹⁾	I	by Mary M. Lawlor (mother)
Common Stock	11/23/2009	11/23/2009	S	2,000	D	\$ 5.69	14,960 ⁽¹⁾	I	by Mary M. Lawlor (mother)
Common Stock	11/24/2009	11/24/2009	S	2,000	D	\$ 5.65	12,960 ⁽¹⁾	I	by Mary M. Lawlor (mother)
Common Stock	11/25/2009	11/25/2009	S	4,000	D	\$ 5.89	8,960 ⁽¹⁾	I	by Mary M. Lawlor (mother)
Common Stock							200,000	I	by Matthew P. Lawlor GRAT

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

LAWLOR MATTHEW P
4795 MEADOW WOOD LANE
SUITE 300
CHANTILLY, VA 20151

X

Chairman & CEO

Signatures

/s/ Matthew P.
Lawlor

12/04/2009

__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 beneficially owned have been adjusted due to a revision of prior year balances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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