

ACI WORLDWIDE, INC.
Form 4
December 17, 2013

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 *
HEASLEY PHILIP G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3520 KRAFT ROAD, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President / CEO and President

NAPLES, FL 34105

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

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	12/16/2013		M		2,600	A	\$ 22.65
							311,230
Common Stock	12/16/2013		S		2,600	D	\$ 63.0342
							<u>(1)</u>
Common Stock	12/17/2013		M		31,300	A	\$ 22.65
							339,930
Common Stock	12/17/2013		S		31,300	D	\$ 63.0611
							<u>(2)</u>

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 22.65	12/16/2013		M		2,600		<u>(3)</u>	03/09/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.65	12/17/2013		M		31,300		<u>(3)</u>	03/09/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 61.54	12/12/2013		A		46,129		<u>(4)</u>	12/12/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEASLEY PHILIP G 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105	X		CEO and President	CEO and President

Signatures

By: /s/ Dennis Byrnes, Attorney in Fact For: Philip G. Heasley

12/17/2013

**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 \$63.00 to \$63.09, with a weighted average sale price of \$63.034231. 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

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of shares and prices at which the transaction was effected.

- (2) The sale price ranged from \$63.00 to \$63.161, with a weighted average sale price of \$63.0611. 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.
- (3) The options are granted pursuant to the Transaction Systems Architects 2005 Equity and Performance Incentive Plan. This option will vest, if at all, upon the attainment by the company, at any time following March 9, 2007, of a market price per share of the company's common stock of at least \$50 per share for 60 consecutive trading days.
- (4) The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vest in equal annual installments over a three year period beginning with the first anniversary of the date of grant.

Remarks:

The shares identified herein were sold under Mr. Heasley's Rule 10b5-1 plan. Such shares were sold pursuant to the cashless exercise plan.

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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