

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
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ISSUER

ACI WORLDWIDE, INC.

CIK: **935036** | IRS No.: **470772104** | State of Incorp.: **DE** | Fiscal Year End: **0930**
SIC: **7372** Prepackaged software

Mailing Address

*120 BROADWAY, SUITE 3350
NEW YORK NY 10271*

Business Address

*120 BROADWAY, SUITE 3350
NEW YORK NY 10271
402-390-7600*

REPORTING OWNER

HEASLEY PHILIP G

CIK: **1078558**
Type: **4** | Act: **34** | File No.: **000-25346** | Film No.: **13702775**

Mailing Address

*ACI WORLDWIDE, INC.
6060 COVENTRY DRIVE
ELKHORN NE 68022*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) CEO and President / CEO and President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013					
3520 KRAFT ROAD, SUITE 300			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NAPLES, FL 34105								
(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	03/15/2013		<u>M</u>		100,694	A	\$22.65	408,954	D	
Common Stock	03/15/2013		<u>S</u>		100,694	D	\$48.4064 ⁽¹⁾	308,260	D	
Common Stock	03/18/2013		<u>M</u>		51,772	A	\$22.65	360,032	D	
Common Stock	03/18/2013		<u>S</u>		51,772	D	\$47.7583 ⁽²⁾	308,260	D	
Common Stock	03/19/2013		<u>M</u>		127	A	\$22.65	308,387	D	
Common Stock	03/19/2013		<u>S</u>		127	D	\$48.0106 ⁽³⁾	308,260	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Non-Qualified Stock Option	\$22.65	03/15/2013		<u>M</u>			100,694	⁽⁴⁾	03/09/2015	Common Stock	100,694	\$ 0	899,306	D	

(right to buy)														
Non-Qualified Stock Option (right to buy)	\$22.65	03/18/2013		<u>M</u>		51,772	(4)	03/09/2015	Common Stock	51,772	\$ 0	847,534	D	
Non-Qualified Stock Option (right to buy)	\$22.65	03/19/2013		<u>M</u>		127	(4)	03/09/2015	Common Stock	127	\$ 0	847,407	D	

Explanation of Responses:

1. The sale price ranged from \$48.40 to \$48.535, with a weighted average sale price of \$48.406362. 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.
2. The sale price ranged from \$47.75 to \$47.81, with a weighted average sale price of \$47.758263. 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 sale price ranged from \$48.00 to \$48.05, with a weighted average sale price of \$48.010630. 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.
4. The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan. The options vested in equal annual installments over a four year period beginning with the first anniversary of the date of grant. All options that were exercised were vested prior to exercise.

Signatures

By: /s/ Theodore Rodriguez, Atty in Fact For: Philp G. Heasley

** Signature of Reporting Person

03/19/2013

Date

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

* 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).

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

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 Number.