

EURONET WORLDWIDE INC
Form 4/A
May 16, 2006

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 *
Romney M John

2. Issuer Name and Ticker or Trading Symbol
EURONET WORLDWIDE INC
[EFT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4601 COLLEGE
BOULEVARD, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive Vice President

LEAWOOD, KS 66211

4. If Amendment, Date Original Filed(Month/Day/Year)
05/10/2006

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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | | M ⁽²⁾ | 26,000 | A | \$ 10.47 | 89,000 | D |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | | S ⁽²⁾ | 4,000 | D | \$ 36.14 | 85,000 | D |
| | 05/08/2006 | | S ⁽²⁾ | 4,000 | D | | 81,000 | D |

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| | | | | | | | |
|---|------------|------------------|-------|---|-------------|--------|---|
| Common Stock, par value \$0.02 per share ⁽¹⁾ | | | | | \$ 36.06 | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 9,500 | D | \$ 36.15 | 71,500 | D |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 4,000 | D | \$ 36.2 | 67,500 | D |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 500 | D | \$ 36.18 | 67,000 | D |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 4,000 | D | \$ 36.17 | 63,000 | D |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 3,500 | D | \$ 36.21 | 59,500 | D |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 1,500 | D | \$ 36.25 | 58,000 | D |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 1,000 | D | \$ 36.03 | 57,000 | D |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 2,500 | D | \$ 35.89 | 54,500 | D |
| | 05/08/2006 | S ⁽²⁾ | 1,500 | D | | 53,000 | D |

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| | | | | | | | |
|---|------------|------------------|-------|---|-------|--------|---|
| Common Stock, par value \$0.02 per share ⁽¹⁾ | | | | | \$ | | |
| | | | | | 35.94 | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 5,000 | D | \$ | 48,000 | D |
| | | | | | 35.96 | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 1,000 | D | \$ | 47,000 | D |
| | | | | | 35.92 | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 1,500 | D | \$ | 45,500 | D |
| | | | | | 35.91 | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 1,500 | D | \$ | 44,000 | D |
| | | | | | 35.78 | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 3,000 | D | \$ | 41,000 | D |
| | | | | | 35.77 | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 1,000 | D | \$ | 40,000 | D |
| | | | | | 35.62 | | |
| Common Stock, par value \$0.02 per share ⁽¹⁾ | 05/08/2006 | S ⁽²⁾ | 3,000 | D | \$ | 37,000 | D |
| | | | | | 35.64 | | |

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

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SEC 1474
(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 17.66 | | | | | <u>(3)</u> 05/08/2012 | Common Stock 24,000 |
| Employee Stock Option (right to buy) | \$ 16.4 | | | | | <u>(4)</u> 11/27/2011 | Common Stock 7,000 |
| Employee Stock Option (right to buy) | \$ 17.66 | | | | | 05/08/2007 05/08/2012 | Common Stock 7,000 |
| Employee Stock Option (right to buy) | \$ 5.9 | | | | | 11/22/2005 11/22/2012 | Common Stock 12,000 |
| Employee Stock Option (right to buy) | \$ 10.47 | 05/08/2006 | | M | 26,000 | 05/08/2010 05/08/2013 | Common Stock 26,000 |
| Employee Stock Option (right to buy) | \$ 10.79 | | | | | 09/24/2005 09/24/2013 | Common Stock 7,200 |
| Employee Stock Option (right to buy) | \$ 10.79 | | | | | 09/24/2010 09/24/2013 | Common Stock 14,000 |

buy)

Employee

Stock

Option \$ 22

(right to

buy)

(5)

06/09/2014

Common
Stock

22,250

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Romney M John 4601 COLLEGE BOULEVARD SUITE 300 LEAWOOD, KS 66211 | | | Executive Vice President | |

Signatures

Jeffrey B. Newman, Attorney

in fact

05/16/2006

__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) A portion of the restricted stock reported on this form may vest once per year upon the Company's satisfaction of certain financial performance criteria.

(2) All of the transactions reported on this form are program transactions under a Rule 10b5-1 Plan adopted by the reporting person on 5/04/06.

(3) The option vests in five equal annual installments beginning on 5/08/03.

(4) The option vests in five equal annual installments beginning on 11/27/02.

(5) The option vests in five equal annual installments beginning on 6/09/05.

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.