

Authorize.Net Holdings, Inc.
 Form 4
 May 17, 2007

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 *
DIDONATO EUGENE

2. Issuer Name and Ticker or Trading Symbol
 Authorize.Net Holdings, Inc.
 [ANET]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 150 SHAW ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP and General Counsel

BROOKLINE, MA 02467

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	05/15/2007		M		6,000	A	\$ 7
Common Stock	05/15/2007		M		19,000	A	\$ 7.7
Common Stock	05/15/2007		S ⁽¹⁾		22,000	D	\$ 15.5
Common Stock	05/15/2007		S ⁽¹⁾		2,000	D	\$ 15.51
Common Stock	05/15/2007		S ⁽¹⁾		500	D	\$ 15.52

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Common Stock	05/15/2007	<u>S</u> (1)	100	D	\$ 15.56	400	D
Common Stock	05/15/2007	<u>S</u> (1)	400	D	\$ 15.6	0	D

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

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 control number.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy) ⁽²⁾	\$ 7	05/15/2007		M	6,000	08/05/2002 08/05/2012	Common Stock 6,000
Stock option (right to buy) ⁽²⁾	\$ 7.7	05/15/2007		M	19,000	02/09/2004 02/09/2014	Common Stock 19,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIDONATO EUGENE 150 SHAW ROAD BROOKLINE, MA 02467			VP and General Counsel	

Signatures

/s/ Eugene J. DiDonato 05/17/2007

**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 reported on this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on March 9, 2007.
Option vests as follows: 10% on the date of grant; an additional 15% during the first one-year period immediately following the date of
- (2) grant, at a rate of 3.75% at the end of every three months during such year, and the remaining 75% at a rate of 6.25% at the end of every three months thereafter.

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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