

CROSIER RAYMOND T
Form 4
January 05, 2009

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 *
CROSIER RAYMOND T

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)
President & COO

(Last) (First) (Middle)

4795 MEADOW WOOD
LANE, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2008

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/31/2008	12/31/2008	M	3,218	A \$ 0	128,935	D
Common Stock	12/31/2008	12/31/2008	P	999 ⁽¹⁾	A \$ 4.5	129,934	D
Common Stock	01/01/2009	01/01/2009	M	10,158	A \$ 0	140,092	D
Common Stock	01/01/2009	01/01/2009	F	3,874	D \$ 4.74	136,218	D
Common Stock						6,250	I by Deborah Crosier

Common Stock	1,400	I	(wife) by Jennifer Wisdom (daughter)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	\$ 0	12/31/2008	12/31/2008	M	3,218	12/31/2008 <u>(2)</u>	Common Stock	3,218
Restricted Stock Units	\$ 0	01/01/2009	01/01/2009	M	10,158 <u>(3)</u>	01/01/2009 <u>(2)</u>	Common Stock	10,158 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CROSIER RAYMOND T 4795 MEADOW WOOD LANE SUITE 300 CHANTILLY, VA 20151	President & COO

Signatures

Raymond T. Crosier 01/05/2009

**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) Purchased as part of the Company's employee stock purchase plan.

(2) Not applicable.

(3) 10,158 RSUs vested, 3,874 were withheld to cover income taxes, net shares were 6,284.

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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