

ACI WORLDWIDE, INC.  
Form 4  
March 19, 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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

3520 KRAFT ROAD, SUITE 300

03/15/2013

CEO and President / CEO and President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NAPLES, FL 34105

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	03/15/2013		M		100,694	A	\$ 22.65
							408,954
Common Stock	03/15/2013		S		100,694	D	\$ 48.4064
							308,260
Common Stock	03/18/2013		M		51,772	A	\$ 22.65
							360,032
Common Stock	03/18/2013		S		51,772	D	\$ 47.7583
							308,260
	03/19/2013		M		127	A	\$ 22.65
							308,387

Common  
Stock

Common Stock	03/19/2013		S	127	D	\$ 48.0106	308,260	D
						<u>(3)</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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy)	\$ 22.65	03/15/2013		M	100,694	<u>(4)</u> 03/09/2015	Common Stock	10	
Non-Qualified Stock Option (right to buy)	\$ 22.65	03/18/2013		M	51,772	<u>(4)</u> 03/09/2015	Common Stock	51	
Non-Qualified Stock Option (right to buy)	\$ 22.65	03/19/2013		M	127	<u>(4)</u> 03/09/2015	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/ Theodore Rodriguez, Atty in Fact For: Philp G.  
Heasley

03/19/2013

\_\_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 \$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.

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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