ONLINE RESOURCES CORP

Form 5 April 06, 2006

OMB APPROVAL FORM 5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2005 Estimated average burden hours per response... 1.0

3235-0362

January 31,

OMB

Number:

Expires:

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

	1. Name and Address of Reporting Person ** Cole Stephen S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Month/Day/Year) 12/31/2005 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year)					(Check all applicable)			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Reporting	(Last)	(First)	(Middle)	(Month/Day/Year)	Officer (give title Other (specif			
Filed(Month/Day/Year)	1042 GREEN	NWOOD						
		(Street)		, ,	1 1 5			

WILMETTE, ILÂ 60091

(State)

(Zip)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price

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

Persons who respond to the collection of information **SEC 2270** contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

(9-02)

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 9.71	05/04/2005	Â	A	2,999	Â	(1)	05/04/2015	Common Stock	2,999
Stock Option	\$ 9.71	05/04/2005	Â	A	1,714	Â	(2)	05/04/2015	Common Stock	1,714
Stock Option	\$ 11	10/04/2005	Â	A	395	Â	04/30/2006	10/04/2015	Common Stock	395

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer de la companya de la compan	Director	10% Owner	Officer	Other		
Cole Stephen S 1042 GREENWOOD WILMETTE, IL 60091	ÂΧ	Â	Â	Â		

Signatures

Stephen S. Cole 04/06/2006

**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) Stock options vest annually over a three year period.
- (2) Stock options vest quarterly over a one year period.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2