

Cowan Joseph L
Form 4
June 21, 2010

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 *
Cowan Joseph L

2. Issuer Name and Ticker or Trading Symbol
ONLINE RESOURCES CORP
[ORCC]

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)

C/O ONLINE RESOURCES, 4795
MEADOW WOOD LANE

06/17/2010

Chief Executive Officer

(Street)

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

CHANTILLY, VA 20151

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/17/2010 | 06/17/2010 | A ⁽¹⁾ | Code V Amount (A) or (D) Price \$ | 107,066 A 4.67 | 107,066 | 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.

SEC 1474
(9-02)

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

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| 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 Number Shares |
| Stock Options | \$ 4.67 | 06/17/2010 | 06/17/2010 | A ⁽²⁾ | 266,080 | <u>(3)</u> | 06/17/2017 | Common Stock | 266,080 |
| Restricted Stock Units | \$ 0 | 06/17/2010 | 06/17/2010 | A ⁽²⁾ | 214,132 | <u>(4)</u> | <u>(5)</u> | Common Stock | 214,132 |
| Restricted Stock Units | \$ 0 | 06/17/2010 | 06/17/2010 | A ⁽²⁾ | 107,066 | <u>(6)</u> | <u>(5)</u> | Common Stock | 107,066 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cowan Joseph L C/O ONLINE RESOURCES 4795 MEADOW WOOD LANE CHANTILLY, VA 20151 | | X | Chief Executive Officer | |

Signatures

/s/ Joseph L.
Cowan

06/21/2010

**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) This transaction is a private sale from the Company to Mr. Cowan and is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(d)(1).
- (2) These awards were granted outside of the Company's Amended and Restated 2005 Restricted Stock and Option Plan in accordance with NASDAQ Listing Rule 5635(c)(4) as an inducement to Mr. Cowan's entry into employment with the Company.
- (3) The options vest equally on 6/15/2011, 6/15/2012, 6/15/2013 and 6/15/2014.
- (4) The restricted stock units vest equally on 6/15/2011, 6/15/2012, 6/15/2013 and 6/15/2014.
- (5) Not applicable.
- (6) All restricted stock units will vest 3/17/2011.

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.