

FORTUNE PETER S
Form 4
December 20, 2005

FORM 4

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FORTUNE PETER S

2. Issuer Name **and** Ticker or Trading
Symbol

BOTTOMLINE TECHNOLOGIES
INC /DE/ [EPAY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President of BT EU & CMO

39A ST PETERS
AVENUE., CAVERSHAM,
READING

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

UNITED KINGDOM, X0 RG4 7DH

(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	12/16/2005		M		500	A	\$ 3.96
					73,154		
Common Stock					1,444	I	
							As trustee for Hariet Fortune Trust
Common Stock					1,444	I	
							As trustee for Matthew Fortune

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								Trust
Common Stock	12/16/2005	M	6,250	A	\$ 5.129	79,404	D	
Common Stock						1,444	I	As trustee for Hariet Fortune Trust
Common Stock						1,444	I	As trustee for Matthew Fortune Trust
Common Stock	12/16/2005	M	937	A	\$ 5.4	80,341	D	
Common Stock						1,444	I	As trustee for Hariet Fortune Trust
Common Stock						1,444	I	As trustee for Matthew Fortune Trust
Common Stock	12/16/2005	M	1,113	A	\$ 5.87	81,454	D	
Common Stock						1,444	I	As trustee for Hariet Fortune Trust
Common Stock						1,444	I	As trustee for Matthew Fortune Trust
Common Stock	12/16/2005	S	1,000	D	\$ 12.15	80,454	D	
Common Stock						1,444	I	As trustee for Hariet Fortune Trust
Common Stock						1,444	I	As trustee for Matthew Fortune Trust

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Common Stock	12/16/2005	S	100	D	\$ 12.11	80,354	D	
Common Stock						1,444	I	As trustee for Hariet Fortune Trust
Common Stock						1,444	I	As trustee for Matthew Fortune Trust
Common Stock	12/16/2005	S	7,700	D	\$ 12.1	72,654	D	
Common Stock						1,444	I	As trustee for Hariet Fortune Trust
Common Stock						1,444	I	As trustee for Matthew Fortune Trust

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options (right to buy)	\$ 3.96	12/16/2005		M		500		09/17/2002 ⁽¹⁾	09/17/2011	Common Stock	

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Non-Qualified Stock Options (right to buy)	\$ 5.129	12/16/2005	M	6,250	09/19/2003 ⁽¹⁾	09/19/2012	Common Stock	6
Non-Qualified Stock Options (right to buy)	\$ 5.4	12/16/2005	M	937	06/29/2002 ⁽¹⁾	06/29/2011	Common Stock	
Non-Qualified Stock Options (right to buy)	\$ 5.87	12/16/2005	M	1,113	05/13/2004 ⁽¹⁾	05/13/2013	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORTUNE PETER S 39A ST PETERS AVENUE, CAVERSHAM, READING UNITED KINGDOM, X0 RG4 7DH			President of BT EU & CMO	

Signatures

Kevin Donovan as POA for Peter S.
Fortune 12/20/2005

__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).

This grant is exercisable in installments over a four year period commencing one year after the grant date, with 25% becoming vested one (1) year after the date of grant and an additional 6.25% of the original number of shares at the end of each successive three-month period following the first anniversary of the grant date until the fourth anniversary of the grant date.

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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