

LAWLOR MATTHEW P
 Form 4
 January 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
LAWLOR MATTHEW P

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)
Chairman & CEO

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2008	12/31/2008	M		5,662	A	\$ 0	1,102,931	D	
Common Stock	01/01/2009	01/01/2009	M		24,298	A	\$ 0	1,127,229	D	
Common Stock	01/01/2009	01/01/2009	F		9,281	D	\$ 4.74	1,117,948	D	
Common Stock								11,629	I	by Rosemary K. Lawlor Trust

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Common Stock	66,431	I	by Matthew P. Lawlor Irrevocable Trust
Common Stock	66,430	I	by Rosemary R. Lawlor Irrevocable Trust
Common Stock	10,000	I	by Mary M. Lawlor (mother)

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
Restricted Stock Units	\$ 0	12/31/2008	12/31/2008	M	5,662	12/31/2008 ⁽¹⁾	Common Stock	5,662
Restricted Stock Units	\$ 0	01/01/2009	01/01/2009	M	24,298 ⁽²⁾	01/01/2009 ⁽¹⁾	Common Stock	24,298 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWLOR MATTHEW P 4795 MEADOW WOOD LANE SUITE 300	X		Chairman & CEO	

CHANTILLY, VA 20151

Signatures

Matthew P.
Lawlor

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) Not applicable.

(2) 24,298 RSUs vested, 9,281 were withheld to cover income taxes, net shares were 15,017.

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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