

ACI WORLDWIDE, INC.
Form 4
October 22, 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)
3520 KRAFT ROAD, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President / CEO and President

NAPLES, FL 34105

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

(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	(D)	Price
Common Stock	10/18/2013		M		18,491	A	\$ 22.65
Common Stock	10/18/2013		S		18,491	D	\$ 56.006 (1)
Common Stock	10/21/2013		M		18,835	A	\$ 22.65
Common Stock	10/21/2013		S		18,835	D	\$ 56.0096 (2)
Common Stock	10/22/2013		M		12,674	A	\$ 22.65

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Common Stock	10/22/2013	S	12,674	D	\$ 56.0383 (3)	308,630	D
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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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 22.65	10/18/2013		M	18,491	(4) 03/09/2015	Common Stock	18,4
Non-Qualified Stock Option (right to buy)	\$ 22.65	10/21/2013		M	18,835	(4) 03/09/2015	Common Stock	18,8
Non-Qualified Stock Option (right to buy)	\$ 22.65	10/22/2013		M	12,674	(4) 03/09/2015	Common Stock	12,6

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/ Theodroe Rodriguez, Atty in Fact For: Philip G. Heasley
10/22/2013

**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 \$56.00 to \$56.03, with a weighted average sale price of \$56.006003. 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 \$56.00 to \$56.03, with a weighted average sale price of \$56.009648. 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 \$56.00 to \$56.22, with a weighted average sale price of \$56.038267. 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, as amended. 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.

Remarks:

The shares identified herein were sold under Mr. Heasley's Rule 10b5-1 plan that was disclosed in the Company's Form 8-K d

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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