

ONLINE RESOURCES CORP
 Form 4/A
 June 03, 2008

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 *
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)

(Last) (First) (Middle)
4795 MEADOW WOOD LANE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

CHANTILLY, VA 20151

4. If Amendment, Date Original Filed(Month/Day/Year)
03/04/2008

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/01/2008	03/01/2008	M	12,832	A \$ 0	1,040,303 ⁽¹⁾	D
Common Stock	03/01/2008	03/01/2008	F	4,132	D \$ 10.24	1,036,171 ⁽¹⁾	D
Common Stock						19,903 ⁽²⁾	I by Rosemary K. Lawlor Trust
Common Stock						58,157 ⁽³⁾	I by Rosemary

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 amount of securities beneficially owned has been amended to include 12,832 shares that were erroneously omitted from the original filing and to include a decrease of 3,643 shares that was a correction from 2007. *See* the amended Form 5 filed June 3, 2008.
- (2) The amount of securities beneficially owned was reduced by 2,200 due to a correction from 2007. *See* the amended Form 5 filed June 3, 2008.
- (3) The amount of securities beneficially owned was amended to include an additional 2,200 shares as a correction from 2007. *See* the amended Form 5 filed June 3, 2008.

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.