

ACI WORLDWIDE, INC.

Form 4

June 20, 2012

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 *
BYRNES DENNIS

(Last) (First) (Middle)

120 BROADWAY, SUITE 3350

(Street)

NEW YORK, NY 10271

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACI WORLDWIDE, INC. [ACIW]

3. Date of Earliest Transaction
(Month/Day/Year)
06/18/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, CAO, General Counsel & Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	06/18/2012		M	21,126	A \$ 9.72	64,394	D
Common Stock	06/18/2012		S	21,126	D \$ (1) 42.0007	43,268	D
Common Stock	06/18/2012		M	5,000	A \$ 9.72	48,268	D
Common Stock	06/18/2012		S	5,000	D \$ (2) 42.5152	43,268	D
	06/19/2012		M	3,874	A \$ 9.72	47,142	D

Common
Stock

Common Stock	06/19/2012	S	3,874	D	\$ 42.2815 (3)	43,268	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.72	06/18/2012		M		21,126		<u>(4)</u>	06/23/2013	Common Stock	21,126
Non-Qualified Stock Option (right to buy)	\$ 9.72	06/18/2012		M		5,000		<u>(4)</u>	06/23/2013	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 9.72	06/19/2012		M		3,874		<u>(4)</u>	06/23/2013	Common Stock	3,874

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BYRNES DENNIS 120 BROADWAY SUITE 3350 NEW YORK, NY 10271	EVP, CAO, General Counsel & Sec

Signatures

Dennis P Byrnes

06/20/2012

__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 \$42.00 to \$42.04, with a weighted average sale price of \$42.000663. 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 \$42.50 to \$42.59, with a weighted average sale price of \$42.5152. 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 \$42.22 to \$42.352, with a weighted average sale price of \$42.281546. 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 vested in equal annual installments over a three year period which commenced with the first anniversary of the date of grant. The options reported as exercised herein were vested prior to exercise.

Remarks:

The shares identified herein were sold pursuant to the cashless exercise of options granted to Mr. Byrnes on June 23, 2003. Su

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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