Ryan Stephen W
Form 3
April 13, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Ryan Stephen W

(Last) (First) (Middle)

C/O ONLINE RESOURCES,Â 4795 MEADOW WOOD LANE

(Street)

CHANTILLY,Â VAÂ 20151

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/27/2012

3. Issuer Name **and** Ticker or Trading Symbol
ONLINE RESOURCES CORP [ORCC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer __X__ Other
(give title below) (specify below)
EVP Software Solutions & Svcs

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	222	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (2)	Common Stock	18,798	$ 0	D	Â
Restricted Stock Units	Â (3)	Â (2)	Common Stock	31,331	$ 0	D	Â
Stock Options	Â (4)	05/02/2018	Common Stock	20,037	$ 3.83	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan Stephen W C/O ONLINE RESOURCES 4795 MEADOW WOOD LANE CHANTILLY,Â VAÂ 20151	Â	Â	Â	EVP Software Solutions & Svcs

Signatures

/s/Stephen W. Ryan	04/13/2012
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units vest equally on 5/2/2012 and 5/2/2013.

(2) Not Applicable.

(3) The restricted stock units vest equally on a quarterly basis on 5/2/2012, 5/2/2013, 5/2/2014 and 5/2/2015.

(4) The stock options vest on a quarterly basis on 5/2/2012, 5/2/2013, 5/2/2014, 5/2/2015.

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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