

ONLINE RESOURCES CORP  
 Form 5/A  
 March 15, 2005

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2004

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

4795 MEADOW WOOD LANE, SUITE 300

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)  
 03/09/2005

6. Individual or Joint/Group Reporting

(check applicable line)

CHANTILLY, VA 20151

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----|-----------|--|--|---|
|                                 |                                      |  |                                | (A)   | or | (D) Price |  |  |   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â  | Â         | 1,301,339  | D  | Â   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â  | Â         | 25,328   | I  | by Rosemary K. Lawlor Trust                           |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â  | Â         | 55,957   | I  | by Rosemary   |

|              |   |   |   |   |   |   |        |   |   |
|--------------|---|---|---|---|---|---|--------|---|---|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 55,956 | I | K. Lawlor Irrevocable Trust<br>by Matthew P. Lawlor Irrevocable Trust |
|--------------|---|---|---|---|---|---|--------|---|---|

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option                               | \$ 8.59  | 12/31/2004                           | ^  | A                              | 9,300 ^   | 12/31/2004 12/31/2014                                    | Common Stock  | 9,300                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| LAWLOR MATTHEW P<br>4795 MEADOW WOOD LANE<br>SUITE 300<br>CHANTILLY, VA 20151 | ^ X           | ^         | ^ Chairman & CEO | ^     |

## Signatures

Matthew P. Lawlor  
03/15/2005

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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