ONLINE RESOURCES CORP
Form 4
August 08, 2006

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 [*] WESSLER BARRY D	2. Issuer Name **and** Ticker or Trading Symbol **ONLINE RESOURCES CORP** [ORCC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/08/2006	
12009 SMOKETREE RD		
(Street)	4. 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
POTOMAC, MD 20854		
(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	(A) or (D)	Price			
Common Stock	08/08/2006		M		9,459	A	$ 2	13,468	D	
Common Stock	08/08/2006		M		7,414	A	$ 3.1	20,882	D	
Common Stock	08/08/2006		M		5,912	A	$ 3.7	26,794	D	

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

number.

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)		8. Der Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	$ 2	08/08/2006		M		9,459		(1)	05/01/2011	Common Stock	9,459	
Stock Option	$ 3.1	08/08/2006		M		7,414		(2)	05/21/2012	Common Stock	7,414	
Stock Option	$ 3.7	08/08/2006		M		5,912		(3)	05/20/2013	Common Stock	5,912	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESSLER BARRY D 12009 SMOKETREE RD POTOMAC, MD 20854	X			

Signatures

Barry D. Wessler	08/08/2006
**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)   Stock option vested as follows: 25% on 7/31/2001, 25% on 10/31/2001, 25% on 1/31/2002 and 25% on 4/30/2002

(2)   Stock option vested as follows: 25% on 7/31/2002, 25% on 10/31/2002, 25% on 1/31/2003 and 25% on 4/30/2003

(3)   Stock option vested as follows: 25% on 7/31/2003, 25% on 10/31/2003, 25% on 1/31/2004 and 25% on 4/30/2004

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.