

ACI WORLDWIDE, INC.

Form 4

August 19, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VIPOND MARK R

(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)
08/15/2008

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 ____ Other (specify
below) below)

SVP & President Global Product

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	08/15/2008		M	20,000	A \$ 10.28 56,117 ⁽¹⁾	D	
Common Stock	08/15/2008		S	20,000	D \$ 17.1285 36,117 ⁽²⁾	D	
Common Stock	08/15/2008		M	30,959	A \$ 13.875 67,076	D	
Common Stock	08/15/2008		S	30,959	D \$ 17.1285 36,117 ⁽²⁾	D	
	08/15/2008		M	5,755	A \$ 13.875 41,872	D	

Common
Stock

Common Stock	08/15/2008	S	5,755	D	\$ 17.1285	36,117 ⁽³⁾ <u>(2)</u>	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)	\$ 10.28	08/15/2008		M		20,000		<u>(4)</u>	05/13/2012	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 13.875	08/15/2008		M		30,959		<u>(5)</u>	11/10/2010	Common Stock	30,959
Non-Qualified Stock Option (right to buy)	\$ 13.875	08/15/2008		M		5,755		<u>(6)</u>	11/10/2010	Common Stock	5,755

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VIPOND MARK R 120 BROADWAY SUITE 3350 NEW YORK, NY 10271	SVP & President Global Product

Signatures

By: Victoria H Finley, Attorney in Fact For: Mark
Vipond

08/19/2008

__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 amount of securities owned has also been updated to include 1,941 shares acquired pursuant to the ACI Worldwide, Inc 1999 Employee Stock Purchase Plan, as amended.

The sale price ranged from \$17.00 to \$17.31, with a weighted average sale price of \$17.1285. The reporting person hereby undertakes to
- (2) 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.

In addition, there are 241 shares owned by Mr. Vipond's spouse. Mr Vipond disclaims beneficial ownership of these securities, and this
- (3) report shall not be deemed an admission that Mr. Vipond is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (4) The options vest in equal annual installments over a 3 - year period commencing on May 13, 2002. The options reported as exercised herein were vested prior to exercise.
- (5) The options vest in equal annual installments over a 3 - year period commencing on November 10, 2000. The options reported as exercised herein were vested prior to exercise.
- (6) The options vest in equal annual installments over a 4 - year period commencing on November 10, 2000 The options reported as exercised herein were vested prior to exercise.

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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