

ACI WORLDWIDE, INC.  
Form 4  
August 20, 2012

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BYRNES DENNIS**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3520 KRAFT ROAD, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)  
08/16/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, CAO, General Counsel & Sec

(Street)  
NAPLES, FL 34105

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/16/2012		M		10,000 A \$ 9.72	53,268	D
Common Stock	08/16/2012		S		10,000 D \$ 45	43,268	D
Common Stock	08/17/2012		M		10,000 A \$ 10.24	53,268	D
Common Stock	08/17/2012		S		10,000 D \$ 45	43,268	D

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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.72	08/16/2012		M	10,000	<u>(1)</u> 06/23/2013	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 10.24	08/17/2012		M	10,000	<u>(2)</u> 07/15/2013	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BYRNES DENNIS 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105			EVP, CAO, General Counsel & Sec	

## Signatures

By: /s/ Theodore F. Rodriguez, Atty in Fact For: Dennis P. Byrnes 08/20/2012

\_\_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 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.
- (2) The options vested in equal annual installments over a four-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 and

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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