

ONLINE RESOURCES CORP
 Form 5/A
 June 03, 2008

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)
 12/31/2007

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)
 02/14/2008

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)
Common Stock	03/01/2007	03/01/2007	J4 ⁽¹⁾	2,200 (A) or (D) Price \$ 0	1,022,656 (2)	D	Â
Common Stock	03/01/2007	03/01/2007	J4 ⁽³⁾	2,200 (3) (3) \$ 0	19,903	I	by Rosemary K. Lawlor Trust
Common Stock	03/01/2007	03/01/2007	J4 ⁽³⁾	2,200 (3) (3) \$ 0	58,157	I	by Rosemary

Common Stock	03/01/2007	03/01/2007	J4 ⁽¹⁾	2,200 <u>(1)</u>	A <u>(1)</u>	\$ 0	58,156	I	K. Lawlor Irrevocable Trust by Matthew P. Lawlor Irrevocable Trust
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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWLOR MATTHEW P 4795 MEADOW WOOD LANE SUITE 300 CHANTILLY, VA 20151	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

Matthew P. Lawlor
Date: 06/03/2008

**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).

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- (1) 2,200 shares were transferred from Mr. Lawlor's trust account to his irrevocable trust account on 3/1/2007. This transaction was not previously reported.
- (2) The amount of securities beneficially owned was adjusted and decreased by an additional 1,443 shares due to a cumulative error from previous filings.
- (3) 2,200 shares were transferred from Mrs. Lawlor's trust account to her irrevocable trust account on 3/1/2007. This transaction was not previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.