

Authorize.Net Holdings, Inc.

Form 4

May 17, 2007

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 *
DIDONATO EUGENE

2. Issuer Name **and** Ticker or Trading
Symbol
Authorize.Net Holdings, Inc.
[ANET]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
150 SHAW ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP and General Counsel

BROOKLINE, MA 02467

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 Beneficial Ownership (Instr. 4)
Common Stock	05/15/2007		M	6,000 A \$ 7	6,000	D	
Common Stock	05/15/2007		M	19,000 A \$ 7.7	25,000	D	
Common Stock	05/15/2007		S ⁽¹⁾	22,000 D \$ 15.5	3,000	D	
Common Stock	05/15/2007		S ⁽¹⁾	2,000 D \$ 15.51	1,000	D	
Common Stock	05/15/2007		S ⁽¹⁾	500 D \$ 15.52	500	D	

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Common Stock	05/15/2007	<u>S</u> (1)	100	D	\$ 15.56	400	D
Common Stock	05/15/2007	<u>S</u> (1)	400	D	\$ 15.6	0	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy) <u>(2)</u>	\$ 7	05/15/2007		M	6,000	08/05/2002 08/05/2012	Common Stock 6,000
Stock option (right to buy) <u>(2)</u>	\$ 7.7	05/15/2007		M	19,000	02/09/2004 02/09/2014	Common Stock 19,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DIDONATO EUGENE 150 SHAW ROAD BROOKLINE, MA 02467	VP and General Counsel

Signatures

/s/ Eugene J.
DiDonato 05/17/2007

**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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on March 9, 2007.
Option vests as follows: 10% on the date of grant; an additional 15% during the first one-year period immediately following the date of
- (2) grant, at a rate of 3.75% at the end of every three months during such year, and the remaining 75% at a rate of 6.25% at the end of every three months thereafter.

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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