EURONET WORLDWIDE INC

Form 4

December 18, 2008

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|---|-------------|---|---|---|--|
| | $\mathbf{}$ | | | | |

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

10% Owner

0.5

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WELLER RICK

2. Issuer Name and Ticker or Trading

Symbol

EURONET WORLDWIDE INC

[EEFT]

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

12/16/2008

5. Relationship of Reporting Person(s) to

Issuer

Director

(Check all applicable)

C/O EURONET

(Last)

WORLDWIDE, 4601 COLLEGE

BOULEVARD

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Other (specify X_ Officer (give title below)

Chief Financial Officer/ EVP

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LEAWOOD, KS 66211

(City) (State)

(Zip)

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

3.

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common Stock, par

value \$0.02 per share

69,048 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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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 or 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) | \$ 10.1 | 12/16/2008 | | A | 59,787 | <u>(1)</u> | 12/16/2018 | Common Stock | 59,787 |
| Stock Option (right to buy) | \$ 10.1 | 12/16/2008 | | A | 88,826 | (2) | (2) | Common Stock | 88,826 |

Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | | |
|--------------------------------|---------------|-----------|--------------|-------|--|--|
| - 5 | Director | 10% Owner | Officer | Other | | |
| WELLER RICK | | | Chief | | | |
| C/O EURONET WORLDWIDE | | | Financial | | | |
| 4601 COLLEGE BOULEVARD | | | Officer/ EVP | | | |
| LEAWOOD, KS 66211 | | | Officer/ EVP | | | |

Signatures

Jeffrey B. Newman, Attorney in fact for Rick Weller

12/18/2008 Date

**Signature of Reporting Person

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 option vests with respect to 40% of the shares on December 16, 2010 and 20% each anniversary thereafter.
 - The option vests with respect to 40% of the shares on December 16, 2010 and 20% each anniversary thereafter, provided that the Issuer?s closing stock price shall have increased to a 30 calendar day average of \$16 per share within three years of grant date. The option expires
- December 16, 2018, provided that if the closing price of the Issuer?s common stock does not reach the 30 day average of \$16 per share within three years of the date of grant, the option shall expire at the end of the three-year period.

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.

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