LAWLOR MATTHEW P

Form 5

January 03, 2005

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number:

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

January 31, Expires: 2005 Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per

OWNERSHIP OF SECURITIES

response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4 Transactions Reported

30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Symbol

ONLINE RESOURCES CORP [ORCC]

(Check all applicable)

(Middle) (Last) (First)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)

X Director 10% Owner _X_ Officer (give title Other (specify

12/31/2004

below) below) Chairman & CEO

4795 MEADOW WOOD LANE, Â SUITE 300

LAWLOR MATTHEW P

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHANTILLY. VAÂ 20151

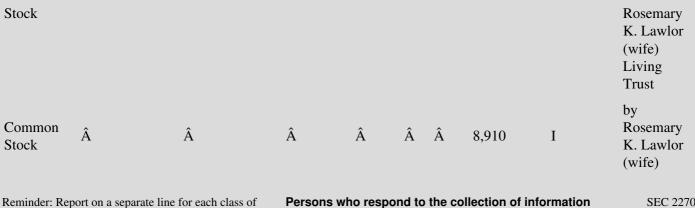
(Street)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

Person

(City)	(State)	(Zip) Tab	le I - Non-Der	ivative Se	curiti	es Acqui	ired, Disposed o	of, or Beneficia	ally 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. Securi (A) or D (D) (Instr. 3,	ispose 4 and (A) or	d of	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	04/28/2004	Â	P	2,000	A	\$ 5.98	1,354,291	D	Â
Common Stock	05/03/2004	Â	P	1,000	A	\$ 5.75	1,355,291	D	Â
Common Stock	05/19/2004	Â	P	2,000	A	\$ 5.82	1,357,291	D	Â
Common	12/17/2004	Â	G	1,400	D	\$ (1)	81,285	I	by

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

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SEC 2270 (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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 8.4	11/28/2004	Â	E	12,450	(2)	11/28/2004	Common Stock	12,450

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
LAWLOR MATTHEW P 4795 MEADOW WOOD LANE SUITE 300 CHANTILLY, VA 20151	ÂX	Â	Chairman & CEO	Â			

Signatures

Matthew Lawlor 01/03/2005

**Signature of Person Date

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).

Reporting Owners 2

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- (1) Not Applicable
- (2) Stock option vested quarterly over one year starting November 28, 1997.

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.