

ONLINE RESOURCES CORP
 Form 5/A
 June 03, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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

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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.

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