

ACI WORLDWIDE, INC.

Form 4

May 29, 2012

FORM 4**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CURTIS JOHN D

(Last) (First) (Middle)

120 BROADWAY, SUITE 3350

(Street)

NEW YORK, NY 10271

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
ACI WORLDWIDE, INC. [ACIW]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/25/2012

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
 Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

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 Ownership (Instr. 4)
Common Stock	05/25/2012		M	V Amount (A) or (D) Price 1,500 A \$ 19.75	3,500	D	
Common Stock	05/25/2012		S	1,500 D \$ 40.33	2,000	D	
Common Stock	05/29/2012		M	2,500 A \$ 19.75	4,500	D	
Common Stock	05/29/2012		S	2,500 D \$ 40.15	2,000	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**

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 Derivative Securities (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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 19.75	05/25/2012		M	1,500	<u>(1)</u> 03/09/2014	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 19.75	05/29/2012		M	2,500	<u>(1)</u> 03/09/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURTIS JOHN D 120 BROADWAY SUITE 3350 NEW YORK, NY 10271	X			

Signatures

By: /s/ Mary Ramsdell, Attorney in Fact For: John D. Curtis

05/29/2012

__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).

The options were granted pursuant to the ACI Worldwide, Inc. 2002 Non-Employee Director Stock Option Plan, as amended. The options (1) vested pro rata on an annual basis over a three-year period with the first installment becoming exercisable one year after the grant date. All options that were exercised were vested prior to exercise.

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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