

BERKELEY ALFRED R III
Form 4
March 20, 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 *
BERKELEY ALFRED R III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
120 BROADWAY, SUITE 3350
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2012

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

NEW YORK, NY 10271

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 03/16/2012 | | M | | 10,000 | A \$ 16.99 | 23,930 D |
| Common Stock | 03/16/2012 | | S | | 6,670 | D \$ 39.5363 | 17,260 D |
| Common Stock | 03/16/2012 | | M | | 10,000 | A \$ 15.12 | 27,260 D |
| Common Stock | 03/16/2012 | | S | | 6,382 | D \$ 39.5363 | 20,878 D |
| Common Stock | 03/16/2012 | | M | | 10,000 | A \$ 18.31 | 30,878 D |

Stock

| | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------|---|
| Common Stock | 03/16/2012 | S | 10,000 | D | \$ 39.517 | 20,878 | D |
| Common Stock | 03/19/2012 | S | 2,500 | D | \$ 39.37 | 18,378 | D |

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

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SEC 1474
(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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 15.12 | 03/16/2012 | | M | 10,000 | <u>(2)</u> 06/10/2019 | Common Stock | 10,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 16.99 | 03/16/2012 | | M | 10,000 | <u>(3)</u> 06/11/2018 | Common Stock | 10,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 18.31 | 03/16/2012 | | M | 10,000 | <u>(4)</u> 06/09/2020 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BERKELEY ALFRED R III 120 BROADWAY SUITE 3350 NEW YORK, NY 10271 | X | | | |

Signatures

By: /s/ Dennis P. Byrnes, Attorney in Fact For: Alfred R.
Berkeley III

03/20/2012

__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).

(1) The sale price ranged from \$39.50 to \$39.58, with a weighted average sale price of \$39.536321. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vested on the day immediately prior to the date of the next annual meeting of stockholders of the Company following the date of grant, June 10, 2009. The options reported as exercised herein were vested prior to exercise.

(3) The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vested on the day immediately prior to the date of the next annual meeting of stockholders of the Company following the date of grant, June 11, 2008. The options reported as exercised herein were vested prior to exercise.

(4) The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vested on the first anniversary following the date of grant, June 9, 2010. The options reported as exercised herein 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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