DIGITAL INSIGHT CORP
Form 4
February 08, 2007

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 *
Meagher Robert SR

(Last) (First) (Middle)

C/O DIGITAL INSIGHT CORPORATION, 26025 MUREAU ROAD

(Street)

CALABASAS, CA 91302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DIGITAL INSIGHT CORP [DGIN]

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP Emerging Business

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2007		M(1)		40,626	A	$ 13.63	89,918	D	
Common Stock	02/06/2007		F(1)		22,585	D	$ 39	67,333	D	
Common Stock	02/06/2007		M(1)		4,875	A	$ 16	72,208	D	
Common Stock	02/06/2007		F(1)		3,952	D	$ 39	68,256	D	
Common Stock	02/06/2007		M(1)		8,126	A	$ 27.37	76,382	D	

Common Stock	02/06/2007		F(1)	5,081	D	$ 39	71,301	D	
Common Stock	02/06/2007		M(1)	16,250	A	$ 33.05	87,551	D	
Common Stock	02/06/2007		F(1)	14,675	D	$ 39	72,876	D	
Common Stock	02/06/2007		F(2)	2,665	D	$ 39	70,211	D	
Common Stock	02/06/2007		F(2)	1,974	D	$ 39	68,237	D	
Common Stock	02/06/2007		J(1)(2)	68,237	D	$ 39	0	D	

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

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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 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 Share
Employee Stock Option (right to buy)	$ 13.63	02/06/2007		M(1)			40,626	10/01/2005	09/30/2014	Common Stock	40,626
Employee Stock Option (right to buy)	$ 16	02/06/2007		M(1)			8,126	01/31/2006	01/30/2015	Common Stock	8,126
Employee Stock Option (right to	$ 27.37	02/06/2007		M(1)			4,875	09/08/2006	09/07/2015	Common Stock	4,875

buy)									
Employee Stock Option (right to buy)	$ 33.05	02/06/2007		M(1)	16,250	(1)	02/28/2016	Common Stock	16,250
Employee Stock Option (right to buy)	$ 13.63	02/06/2007		D(3)	21,875	(3)	09/30/2014	Common Stock	21,875
Employee Stock Option (right to buy)	$ 16	02/06/2007		D(4)	4,375	(4)	01/30/2015	Common Stock	4,375
Employee Stock Option (right to buy)	$ 27.37	02/06/2007		D(5)	2,625	(5)	09/07/2015	Common Stock	2,625
Employee Stock Option (right to buy)	$ 33.05	02/06/2007		D(6)	8,750	(6)	02/28/2016	Common Stock	8,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meagher Robert SR C/O DIGITAL INSIGHT CORPORATION 26025 MUREAU ROAD CALABASAS, CA 91302			EVP Emerging Business	

Signatures

Myra E. Stevens, as Attorney-in-fact for Robert Meagher SR	02/08/2007
**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) Upon completion of the merger between the Issuer and Intuit Inc., unvested stock options held by the Reporting Person are accelerated and net exercised and the Reporting Person will receive a cash payment, without interest, for the net exercised stock options equal to the

difference between $39.00 per share multiplied by the number of Issuer's shares subject to the stock options, less the aggregate exercise price of the stock options.

(2) Upon completion of the merger between the Issuer and Intuit Inc., unvested restricted stock held by the Reporting Person isaccelerated and net exercised and the Reporting Person will receive a cash payment, without interest, for the net exercised restricted stock equal to the difference between $39.00 per share multiplied by the number of Issuer's shares subject to the restricted stock, less the aggregate exercise price of the restricted stock.

(3) This option represents 35% of unvested options held by the Reporting Person prior to the consummation of the merger between the Issuer and Intuit Inc. In connection with the merger, such option was assumed by Intuit Inc. and replaced with an option to purchase 27,207 shares of common stock for $10.96 per share, and will continue to vest in accordance with the original vesting schedule.

(4) This option represents 35% of unvested options held by the Reporting Person prior to the consummation of the merger between the Issuer and Intuit Inc. In connection with the merger, such option was assumed by Intuit Inc. and replaced with an option to purchase 5,441 shares of common stock for $12.86 per share, and will continue to vest in accordance with the original vesting schedule.

(5) This option represents 35% of unvested options held by the Reporting Person prior to the consummation of the merger between the Issuer and Intuit Inc. In connection with the merger, such option was assumed by Intuit Inc. and replaced with an option to purchase 3,265 shares of common stock for $22.01 per share, and will continue to vest in accordance with the original vesting schedule.

(6) This option represents 35% of unvested options held by the Reporting Person prior to the consummation of the merger between the Issuer and Intuit Inc. In connection with the merger, such option was assumed by Intuit Inc. and replaced with an option to purchase 10,883 shares of common stock for $26.57 per share, and will continue to vest in accordance with the original vesting schedule.

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