

DIGITAL INSIGHT CORP

Form 4

February 08, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALLMAN MICHAEL R

(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
☐ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/06/2007 | | M ⁽¹⁾ | | 50,000 | A | \$ 13.51 |
| Common Stock | 02/06/2007 | | F ⁽¹⁾ | | 17,321 | D | \$ 39 |
| Common Stock | 02/06/2007 | | M ⁽¹⁾ | | 15,000 | A | \$ 17.02 |
| Common Stock | 02/06/2007 | | F ⁽¹⁾ | | 6,547 | D | \$ 39 |
| Common Stock | 02/06/2007 | | M ⁽¹⁾ | | 10,000 | A | \$ 13.92 |
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|--------------|------------|--------------|--------|---|----------|--------|---|
| Common Stock | 02/06/2007 | <u>F</u> (1) | 3,570 | D | \$ 39 | 50,062 | D |
| Common Stock | 02/06/2007 | <u>M</u> (1) | 15,000 | A | \$ 16.15 | 65,062 | D |
| Common Stock | 02/06/2007 | <u>F</u> (1) | 6,212 | D | \$ 39 | 58,850 | D |
| Common Stock | 02/06/2007 | <u>M</u> (1) | 15,000 | A | \$ 19 | 73,850 | D |
| Common Stock | 02/06/2007 | <u>F</u> (1) | 7,308 | D | \$ 39 | 66,542 | D |
| Common Stock | 02/06/2007 | <u>M</u> (1) | 15,000 | A | \$ 21.26 | 81,542 | D |
| Common Stock | 02/06/2007 | <u>F</u> (1) | 8,177 | D | \$ 39 | 73,365 | D |
| Common Stock | 02/06/2007 | <u>M</u> (1) | 15,000 | A | \$ 32.48 | 88,365 | D |
| Common Stock | 02/06/2007 | <u>F</u> (1) | 12,493 | D | \$ 39 | 75,872 | D |
| Common Stock | 02/06/2007 | <u>J</u> (1) | 75,872 | D | \$ 39 | 0 | 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 required to respond unless the form displays a currently valid OMB control number.

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-qualified Stock Option (right to buy) | \$ 13.51 | 02/06/2007 | | <u>M</u> (1) | 50,000 | 04/24/2002 04/23/2011 | Common Stock |
| Non-qualified | \$ 17.02 | 02/06/2007 | | <u>M</u> (1) | 15,000 | 06/02/2002 05/01/2012 | Common |

| | | | | | | | | | |
|-------------------------------------------------|----------|------------|------------------|--------|------------|------------|-----------------|-------|----|
| Stock Option (right to buy) | | | | | | | | Stock | |
| Non-qualified Stock Option (right to buy) | \$ 13.92 | 02/06/2007 | M ⁽¹⁾ | 10,000 | 07/29/2002 | 07/28/2012 | Common Stock | | 10 |
| Non-qualified Stock Option (right to buy) | \$ 16.15 | 02/06/2007 | M ⁽¹⁾ | 15,000 | 06/01/2003 | 04/30/2013 | Common Stock | | 15 |
| Non-qualified Stock Option (right to buy) | \$ 19 | 02/06/2007 | M ⁽¹⁾ | 15,000 | 06/24/2004 | 05/23/2014 | Common Stock | | 15 |
| Non-qualified Stock Option (right to buy) | \$ 21.26 | 02/06/2007 | M ⁽¹⁾ | 15,000 | 06/23/2005 | 05/22/2015 | Common Stock | | 15 |
| Non-qualified Stock Option (right to buy) | \$ 32.48 | 02/06/2007 | M ⁽¹⁾ | 15,000 | 06/23/2006 | 05/22/2016 | Common Stock | | 15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALLMAN MICHAEL R C/O DIGITAL INSIGHT CORPORATION 26025 MUREAU ROAD CALABASAS, CA 91302 | X | | | |

Signatures

Myra E. Stevens, as Attorney-in-fact for Michael Hallman 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.