

ACI WORLDWIDE, INC.

Form 4

January 28, 2015

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 *
Behrens Scott W

(Last) (First) (Middle)

3520 KRAFT ROAD, SUITE 300

(Street)

NAPLES, FL 34105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ACI WORLDWIDE, INC. [ACIW]

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

01/26/2015

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)

SEVP, CFO & CAO

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	(D)	Price

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
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 19.08	01/26/2015	A		62,992		<u>(1)</u>	01/26/2025	Common Stock	62,992
Non-Qualified Stock Option (right to buy)	\$ 19.08	01/26/2015	A		15,748		<u>(2)</u>	01/26/2025	Common Stock	15,748
Non-Qualified Stock Option (right to buy)	\$ 19.08	01/26/2015	A		15,748		<u>(3)</u>	01/26/2025	Common Stock	15,748
Non-Qualified Stock Option (right to buy)	\$ 19.08	01/26/2015	A		15,748		<u>(4)</u>	01/26/2025	Common Stock	15,748

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Behrens Scott W 3520 KRAFT ROAD SUITE 300 NAPLES, FL 34105			SEVP, CFO & CAO	

Signatures

Scott W Behrens
01/28/2015

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) These options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended (the "Plan"). The options vest in equal annual installments over a three year period beginning with the first anniversary of the date of grant.

These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the third anniversary of the date of grant, and (ii) subject to the reporting person's continued

(2) employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's common stock on the NASDAQ Global Select Stock Market has met or exceeded \$25.38 for at least 20 consecutive trading days.

(3)

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These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the fourth anniversary of the date of grant, and (ii) subject to the reporting person's continued employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's common stock on the NASDAQ Global Select Stock Market has met or exceeded \$31.87 for at least 20 consecutive trading days.

These options were granted pursuant to the Plan and will become exercisable, if at all, upon: (i) the reporting person's continued employment by the registrant as of the fifth anniversary of the date of grant, and (ii) subject to the reporting person's continued

- (4) employment on such date, the first date, which must be on or before the fifth anniversary of the date of grant, that the closing price per share of of the registrant's common stock on the NASDAQ Global Select Stock Market has met or exceeded \$38.16 for at least 20 consecutive trading days.

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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