

ACI WORLDWIDE, INC.

Form 4

October 04, 2016

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)

09/30/2016

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 ____ Other (specify
below) 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)
Common Stock	09/30/2016		M	V Amount (A) or (D) 45,000 A	Price \$ 11.1533	271,554	D
Common Stock	09/30/2016		S	35,555 D	\$ 19.2235 (1)	235,999	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)

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 11.1533	09/30/2016		M	45,000	(2) 06/27/2017	Common Stock	45,000

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 10/04/2016

__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 \$18.89 to \$19.355, with a weighted average sale price of \$19.223452. 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 ACI Worldwide, Inc. 2005 Equity and Performance Incentive Plan, as amended. The shares identified herein were sold under Mr. Behrens' Rule 10b5-1 plan dated August 12, 2016. Such shares were sold pursuant to the cashless exercise of options granted to Mr. Behrens on June 27, 2007, which would otherwise expire in accordance with their terms on June 27, 2017.

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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