

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 *
 Shen Thomas

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O DIGITAL INSIGHT CORPORATION, 26025 MUREAU ROAD

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

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP Product, Engineering & Ops

(Street)
 CALABASAS, CA 91302

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 (D) Price | | | |
| Common Stock | 02/06/2007 | | M ⁽¹⁾ | 48,750 A \$ 30.89 | 74,172 ⁽²⁾ | D | |
| Common Stock | 02/06/2007 | | F ⁽¹⁾ | 42,238 D \$ 39 | 31,934 | D | |
| Common Stock | 02/06/2007 | | F ⁽³⁾ | 5,883 D \$ 39 | 26,051 | D | |
| Common Stock | 02/06/2007 | | J ⁽¹⁾⁽³⁾ | 26,051 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.

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 30.89 | 02/06/2007 | | M ⁽¹⁾ | 48,750 | <u>(1)</u> 07/23/2016 | Common Stock | 48,750 |
| Employee Stock Option (right to buy) | \$ 30.89 | 02/06/2007 | | D ⁽⁴⁾ | 26,250 | <u>(4)</u> 07/23/2016 | Common Stock | 26,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shen Thomas
C/O DIGITAL INSIGHT CORPORATION
26025 MUREAU ROAD
CALABASAS, CA 91302

EVP Product, Engineering & Ops

Signatures

Myra E. Stevens, as Attorney-in-fact for Thomas Shen

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)

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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) Includes 422 shares acquired under Digital Insight Corporation's employee stock purchase plan in January 2007.

- (3) Upon completion of the merger between the Issuer and Intuit Inc., unvested restricted stock held by the Reporting Person is accelerated 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.

- (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 32,649 shares of common stock for \$24.84 per share, and will continue to vest in accordance with the original vesting schedule.

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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