#### SHAMES ERVIN R

Form 5

January 03, 2005

### FORM 5

#### OMB APPROVAL

3235-0362

January 31,

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if no longer subject Washington, D.C. 20549 Expires:

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

securities beneficially owned directly or indirectly.

Ť										
1. Name and Address of Reporting Person * SHAMES ERVIN R			2. Issuer Name <b>and</b> Ticker or Trading Symbol ONLINE RESOURCES CORP [ORCC]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (I	(Month	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004			_	_X Director Officer (give elow)		Owner er (specify	
35 MOLLB	ROOK DRIVE									
	(Street)		mendment, Date Ionth/Day/Year)	Original		6	. Individual or Jo	oint/Group Rep	_	
WILTON,Â	A CTÂ 06897					_	X_ Form Filed by Form Filed by Merson	One Reporting Po		
(City)	(State)	(Zip) Ta	ble I - Non-Der	rivative Sec	uritie	s Acqui	red, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if T any C		Code	Transaction (A) or Disposed of (I Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(Instr. 4)		
Common Stock	08/11/2004	Â	P	12,000	A	\$ 6.55	12,000	D	Â	
Reminder: Report on a separate line for each class of			Persons w	ho respon	d to t	he coll	ection of infor	rmation	SEC 2270	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

contained in this form are not required to respond unless the form displays a currently valid OMB control number. (9-02)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.01	05/05/2004	Â	A	4,829	Â	(1)	05/05/2014	Common Stock	4,829

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
SHAMES ERVIN R 35 MOLLBROOK DRIVE WILTON, CT 06897	ÂΧ	Â	Â	Â			

# **Signatures**

Ervin Shames 01/03/2005

\*\*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) Stock options vest quarterly over a one year period.

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

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