

ONLINE RESOURCES CORP
 Form 5/A
 June 03, 2008

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LAWLOR MATTHEW P

(Last) (First) (Middle)

4795 MEADOW WOOD
 LANE, SUITE 300

(Street)

CHANTILLY, VA 20151

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**ONLINE RESOURCES CORP
 [ORCC]**

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/14/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2007	03/01/2007	J4 ⁽¹⁾	2,200 (A) or (D) Price \$ 0	1,022,656 (2)	D	Â
Common Stock	03/01/2007	03/01/2007	J4 ⁽³⁾	2,200 (3) (3) \$ 0	19,903	I	by Rosemary K. Lawlor Trust
Common Stock	03/01/2007	03/01/2007	J4 ⁽³⁾	2,200 (3) (3) \$ 0	58,157	I	by Rosemary

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- (1) 2,200 shares were transferred from Mr. Lawlor's trust account to his irrevocable trust account on 3/1/2007. This transaction was not previously reported.
- (2) The amount of securities beneficially owned was adjusted and decreased by an additional 1,443 shares due to a cumulative error from previous filings.
- (3) 2,200 shares were transferred from Mrs. Lawlor's trust account to her irrevocable trust account on 3/1/2007. This transaction was not previously reported.

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