

Ryan Stephen W
Form 3/A
April 20, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Ryan Stephen W
(Last) (First) (Middle)

C/O ONLINE RESOURCES,Â 4795 MEADOW WOOD LANE

(Street)

CHANTILLY,Â VAÂ 20151

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/27/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP Software Solutions & Svcs

5. If Amendment, Date Original Filed(Month/Day/Year)

04/13/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

2,222

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (2)	Common Stock	18,798	\$ 0	D	Â
Restricted Stock Units	Â (3)	Â (2)	Common Stock	31,331	\$ 0	D	Â
Stock Options	Â (4)	05/02/2018	Common Stock	20,037	\$ 3.83	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryan Stephen W C/O ONLINE RESOURCES 4795 MEADOW WOOD LANE CHANTILLY, VA 20151	Â	Â	Â	EVP Software Solutions & Svcs

Signatures

/s/Stephen W.
Ryan

04/20/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units vest equally on 5/2/2012 and 5/2/2013.
- (2) Not Applicable.
- (3) The restricted stock units vest equally on a quarterly basis on 5/2/2012, 5/2/2013, 5/2/2014 and 5/2/2015.
- (4) The stock options vest on a quarterly basis on 5/2/2012, 5/2/2013, 5/2/2014, 5/2/2015.

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