

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>HEASLEY PHILIP G</u>  (Last) (First) (Middle) 120 BROADWAY SUITE 3350  (Street) NEW YORK NY 10271  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACI WORLDWIDE, INC. [ ACIW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO and President</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Stock	02/22/2012		M		30,000	A	\$14.99	292,310	D	
Common Stock	02/22/2012		S		30,000	D	\$36.4	262,310 <sup>(1)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$14.99	02/22/2012		M			30,000	(2)	02/07/2018	Common Stock	30,000	\$0	0	D	

**Explanation of Responses:**

- The amount of securities owned has been updated to include 491 shares acquired under the ACI Worldwide, Inc. 1999 Employee Stock Purchase Plan, as amended.
- This option was granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. This option vests 25% per year beginning with the first anniversary of the date of grant.

**Remarks:**

As of the date of this report, Mr. Heasley's beneficial ownership of the securities reported herein is 944,912 shares, consisting of 262,310 shares directly owned and 682,602 shares subject to currently exercisable options with a weighted average exercise price of \$22.30. Mr. Heasley has the right to acquire an additional 400,000 shares pursuant to options with an exercise price of \$22.65, the vesting of which are subject to the attainment by the issuer prior to March 9, 2015 of a market price of at least \$50 per share for 60 consecutive trading days.

By: /s/ Dennis P. Byrnes,  
Attorney in Fact For: Philip G. Heasley 02/23/2012

\*\* Signature of Reporting Person Date

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

\* 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).

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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