

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) 3520 KRAFT ROAD SUITE 300 (Street) NAPLES FL 34105 (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) <input checked="" type="checkbox"/> Other (specify below) CEO and President / CEO and President
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2013	
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	05/15/2013		M		2,507	A	\$22.65	310,971	D	
Common Stock	05/15/2013		S		2,507	D	\$45.7024 ⁽¹⁾	308,464 ⁽²⁾	D	
Common Stock	05/16/2013		M		10,420	A	\$22.65	318,884	D	
Common Stock	05/16/2013		S		10,420	D	\$45.43	308,464	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)	\$22.65	05/15/2013		M			2,507	(3)	03/09/2015	Common Stock	2,507	\$0	844,900	D	
Non-Qualified Stock Option (right to buy)	\$22.65	05/16/2013		M			10,420	(3)	03/09/2015	Common Stock	10,420	\$0	834,480	D	

Explanation of Responses:

- The sale price ranged from \$45.64 to \$45.745, with a weighted average sale price of \$45.702357. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The amount of securities owned has also been updated to include 204 shares acquired under the Company's 1999 Employee Stock Purchase Plan, as amended.
- The options were granted pursuant to the Company's 2005 Equity and Performance Incentive Plan, as amended. The options vested in equal annual installments over a four year period beginning with the first anniversary of the date of grant. All options that were exercised were vested prior to exercise.

By: Theodore Rodriguez, Attny 05/17/2013
 in Fact For: Philip G. Heasley

** 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.

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 Number.