

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>HEASLEY PHILIP G</u>	<u>ACI WORLDWIDE, INC.</u> [ <u>ACIW</u> ]	<input checked="" type="checkbox"/> Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)
<u>3520 KRAFT ROAD</u>	<u>03/05/2014</u>	<u>CEO and President / CEO and President</u>
<u>SUITE 300</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
<u>NAPLES FL 34105</u>		Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	03/05/2014		M		25,100	A	\$22.65	361,530	D	
Common Stock	03/05/2014		S		25,100	D	\$63.0343 <sup>(1)</sup>	336,430 <sup>(2)</sup>	D	
Common Stock	03/06/2014		M		3,012	A	\$22.65	339,442	D	
Common Stock	03/06/2014		S		3,012	D	\$63.0461 <sup>(3)</sup>	336,430	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$22.65	03/05/2014		M		25,100	(4)	03/09/2015	Common Stock	25,100	\$0.0	274,900	D	
Non-Qualified Stock Option (right to buy)	\$22.65	03/06/2014		M		3,012	(4)	03/09/2015	Common Stock	3,012	\$0.0	271,888	D	

Explanation of Responses:

1. The sale price ranged from \$63.00 to \$63.08, with a weighted average sale price of \$63.034255. 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.
2. Mr. Heasley's ownership of 336,430 shares represents a net increase in ownership of 27,639 shares since February 23, 2014.
3. The sale price ranged from \$63.00 to \$63.06, with a weighted average sale price of \$63.046076. 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.
4. The options were granted pursuant to the ACI Worldwide, Inc. 2005 Equity and Performance Incentive Plan.

Remarks:

The shares identified herein were sold under Mr. Heasley's Rule 10b5-1 plan. Such shares were sold pursuant to the cashless exercise of options granted to Mr. Heasley on March 9, 2005 which would otherwise expire in accordance with their terms on March 9, 2015.

By: /s/ Dennis Byrnes,  
Attorney in Fact For: Philip G. Heasley 03/07/2014

\*\* 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.