

**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                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><u>HEASLEY PHILIP G</u><br><br>(Last) (First) (Middle)<br>3520 KRAFT ROAD<br>SUITE 300<br><br>(Street)<br>NAPLES FL 34105<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ACI WORLDWIDE, INC. [ ACIW ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br>CEO and President / CEO and President |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/04/2013                     |   |
| 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                    | 06/04/2013                           |  | M                              |   | 34,480  | A          | \$22.65               | 342,944   | D  |   |
| Common Stock                    | 06/04/2013                           |  | S                              |   | 34,480  | D          | \$46.5 <sup>(1)</sup> | 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  | 06/04/2013                           |  | M                              |   | 34,480   |     | (2)  | 03/09/2015      | Common Stock  | 34,480                                     | \$0  | 800,000   | D  |       |

**Explanation of Responses:**

1. The sale price ranged from \$46.50 to \$46.51, with a weighted average sale price of \$46.500009. 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. 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.

**Remarks:**

The shares identified herein were sold pursuant to the cashless exercise of options granted to Mr. Heasley on March 9, 2005; such options would otherwise expire in accordance with their terms on March 9, 2015. As of the date of this report, Mr. Heasley's beneficial ownership of the securities reported herein is 901,337 shares, consisting of 308,464 shares directly owned and 592,873 shares subject to currently exercisable options with a weighted average exercise price of \$24.24. 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 Byrnes,  
Attorney in Fact For: Philip G. Heasley 06/06/2013

\*\* 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.