

DIGITAL INSIGHT CORP
Form 4
February 08, 2007

FORM 4

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

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Meagher Robert SR

(Last) (First) (Middle)

C/O DIGITAL INSIGHT
CORPORATION, 26025 MUREAU
ROAD

(Street)

CALABASAS, CA 91302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DIGITAL INSIGHT CORP [DGIN]

3. Date of Earliest Transaction
(Month/Day/Year)

02/06/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP Emerging Business

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

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)
Common Stock	02/06/2007		M ⁽¹⁾	40,626 A	\$ 13.63 89,918	D	
Common Stock	02/06/2007		F ⁽¹⁾	22,585 D	\$ 39 67,333	D	
Common Stock	02/06/2007		M ⁽¹⁾	4,875 A	\$ 16 72,208	D	
Common Stock	02/06/2007		F ⁽¹⁾	3,952 D	\$ 39 68,256	D	
Common Stock	02/06/2007		M ⁽¹⁾	8,126 A	\$ 27.37 76,382	D	

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Common Stock	02/06/2007	<u>F</u> (1)	5,081	D	\$ 39	71,301	D
Common Stock	02/06/2007	<u>M</u> (1)	16,250	A	\$ 33.05	87,551	D
Common Stock	02/06/2007	<u>F</u> (1)	14,675	D	\$ 39	72,876	D
Common Stock	02/06/2007	<u>F</u> (2)	2,665	D	\$ 39	70,211	D
Common Stock	02/06/2007	<u>F</u> (2)	1,974	D	\$ 39	68,237	D
Common Stock	02/06/2007	<u>J</u> (1)(2)	68,237	D	\$ 39	0	D

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.63	02/06/2007		<u>M</u> (1)	40,626	10/01/2005 09/30/2014	Common Stock 40,626
Employee Stock Option (right to buy)	\$ 16	02/06/2007		<u>M</u> (1)	8,126	01/31/2006 01/30/2015	Common Stock 8,126
Employee Stock Option (right to buy)	\$ 27.37	02/06/2007		<u>M</u> (1)	4,875	09/08/2006 09/07/2015	Common Stock 4,875

buy)

Employee
Stock

Option	\$ 33.05	02/06/2007	M ⁽¹⁾	16,250	⁽¹⁾	02/28/2016	Common Stock	16,250
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Employee
Stock

Option	\$ 13.63	02/06/2007	D ⁽³⁾	21,875	⁽³⁾	09/30/2014	Common Stock	21,875
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Employee
Stock

Option	\$ 16	02/06/2007	D ⁽⁴⁾	4,375	⁽⁴⁾	01/30/2015	Common Stock	4,375
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Employee
Stock

Option	\$ 27.37	02/06/2007	D ⁽⁵⁾	2,625	⁽⁵⁾	09/07/2015	Common Stock	2,625
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Employee
Stock

Option	\$ 33.05	02/06/2007	D ⁽⁶⁾	8,750	⁽⁶⁾	02/28/2016	Common Stock	8,750
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Meagher Robert SR
C/O DIGITAL INSIGHT CORPORATION
26025 MUREAU ROAD
CALABASAS, CA 91302

EVP Emerging Business

Signatures

Myra E. Stevens, as Attorney-in-fact for Robert
Meagher SR

02/08/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Upon completion of the merger between the Issuer and Intuit Inc., unvested stock options held by the Reporting Person are accelerated and net exercised and the Reporting Person will receive a cash payment, without interest, for the net exercised stock options equal to the

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difference between \$39.00 per share multiplied by the number of Issuer's shares subject to the stock options, less the aggregate exercise price of the stock options.

- (2) Upon completion of the merger between the Issuer and Intuit Inc., unvested restricted stock held by the Reporting Person is accelerated and net exercised and the Reporting Person will receive a cash payment, without interest, for the net exercised restricted stock equal to the difference between \$39.00 per share multiplied by the number of Issuer's shares subject to the restricted stock, less the aggregate exercise price of the restricted stock.

- (3) This option represents 35% of unvested options held by the Reporting Person prior to the consummation of the merger between the Issuer and Intuit Inc. In connection with the merger, such option was assumed by Intuit Inc. and replaced with an option to purchase 27,207 shares of common stock for \$10.96 per share, and will continue to vest in accordance with the original vesting schedule.

- (4) This option represents 35% of unvested options held by the Reporting Person prior to the consummation of the merger between the Issuer and Intuit Inc. In connection with the merger, such option was assumed by Intuit Inc. and replaced with an option to purchase 5,441 shares of common stock for \$12.86 per share, and will continue to vest in accordance with the original vesting schedule.

- (5) This option represents 35% of unvested options held by the Reporting Person prior to the consummation of the merger between the Issuer and Intuit Inc. In connection with the merger, such option was assumed by Intuit Inc. and replaced with an option to purchase 3,265 shares of common stock for \$22.01 per share, and will continue to vest in accordance with the original vesting schedule.

- (6) This option represents 35% of unvested options held by the Reporting Person prior to the consummation of the merger between the Issuer and Intuit Inc. In connection with the merger, such option was assumed by Intuit Inc. and replaced with an option to purchase 10,883 shares of common stock for \$26.57 per share, and will continue to vest in accordance with the original vesting schedule.

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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