

DIGITAL INSIGHT CORP
Form 4
February 08, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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
 Officer (give title below) ___ Other (specify below)
EVP Emerging Business

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/06/2007 | | M ⁽¹⁾ | | 40,626 | A | \$ 13.63 |
| Common Stock | 02/06/2007 | | F ⁽¹⁾ | | 22,585 | D | \$ 39 |
| Common Stock | 02/06/2007 | | M ⁽¹⁾ | | 4,875 | A | \$ 16 |
| Common Stock | 02/06/2007 | | F ⁽¹⁾ | | 3,952 | D | \$ 39 |
| Common Stock | 02/06/2007 | | M ⁽¹⁾ | | 8,126 | A | \$ 27.37 |

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | 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
(right to
buy)

\$ 33.05

02/06/2007

M⁽¹⁾

16,250

(1)

02/28/2016

Common
Stock

16,250

Employee
Stock
Option
(right to
buy)

\$ 13.63

02/06/2007

D⁽³⁾

21,875

(3)

09/30/2014

Common
Stock

21,875

Employee
Stock
Option
(right to
buy)

\$ 16

02/06/2007

D⁽⁴⁾

4,375

(4)

01/30/2015

Common
Stock

4,375

Employee
Stock
Option
(right to
buy)

\$ 27.37

02/06/2007

D⁽⁵⁾

2,625

(5)

09/07/2015

Common
Stock

2,625

Employee
Stock
Option
(right to
buy)

\$ 33.05

02/06/2007

D⁽⁶⁾

8,750

(6)

02/28/2016

Common
Stock

8,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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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