

DIGITAL INSIGHT CORP
Form 4
February 08, 2007

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

OMB APPROVAL

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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	(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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(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

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.