

CORILLIAN CORP
Form 5
March 15, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Litch Erich J

(Last) (First) (Middle)

3400 NW JOHN OLSEN PLACE

(Street)

HILLSBORO, OR 97124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CORILLIAN CORP [CORI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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)
SVP Corp. Dev. & GC

6. Individual or Joint/Group Reporting

(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) | Amount | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---------|--|--|---|
| Common Stock | 08/01/2003 | Â | S4 | 2,733 | D | (1) | \$ 3 | 600 | D | Â |
| Common Stock | 08/04/2003 | Â | S4 | 600 | D | (1) | \$ 2.9 | 0 | D | Â |
| Common Stock | 10/27/2003 | Â | M4 | 14,063 | A | | \$ 3.15 | 14,063 | D | Â |
| Common Stock | 10/27/2003 | Â | M4 | 18,750 | A | | \$ 2.85 | 32,813 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|----|--------|------------------------|---------|--------|---|---|
| Common Stock | 10/27/2003 | Â | S4 | 32,813 | D | \$ 5.7 | 0 | D | Â |
| Common Stock | 10/31/2003 | Â | M4 | 500 | A | \$ 3.15 | 500 | D | Â |
| Common Stock | 10/31/2003 | Â | S4 | 500 | D | \$ 6.65 | 0 | D | Â |
| Common Stock | 11/03/2003 | Â | M4 | 1,062 | A | \$ 3.15 | 1,062 | D | Â |
| Common Stock | 11/03/2003 | Â | S4 | 1,062 | D | \$ 6.8 | 0 | D | Â |
| Common Stock | 02/06/2004 | Â | M4 | 1,562 | A | \$ 3.15 | 1,562 | D | Â |
| Common Stock | 02/06/2004 | Â | M4 | 3,125 | A | \$ 2.85 | 4,687 | D | Â |
| Common Stock | 02/06/2004 | Â | S4 | 3,333 | <u>D</u> <u>(1)</u> | \$ 6 | 4,687 | D | Â |
| Common Stock | 02/06/2004 | Â | S4 | 4,687 | D | \$ 6 | 0 | D | Â |
| Common Stock | 02/11/2004 | Â | M4 | 3,125 | A | \$ 2.85 | 3,125 | D | Â |
| Common Stock | 02/11/2004 | Â | S4 | 3,125 | D | \$ 5.85 | 0 | D | Â |
| Common Stock | 05/04/2004 | Â | M4 | 1,563 | A | \$ 3.15 | 1,563 | D | Â |
| Common Stock | 05/04/2004 | Â | M4 | 31,250 | A | \$ 0.86 | 32,813 | D | Â |
| Common Stock | 05/04/2004 | Â | S4 | 32,813 | D | \$ 4.36 | 0 | D | Â |
| Common Stock | 05/25/2004 | Â | M4 | 3,125 | A | \$ 2.85 | 3,125 | D | Â |
| Common Stock | 05/25/2004 | Â | S5 | 3,125 | D | \$ 4.5 | 0 | D | Â |
| Common Stock | 07/27/2004 | Â | M4 | 7,813 | A | \$ 0.86 | 7,813 | D | Â |
| Common Stock | 07/27/2004 | Â | M4 | 1,563 | A | \$ 3.15 | 9,376 | D | Â |
| Common Stock | 07/27/2004 | Â | S4 | 9,376 | D | \$ 5.08 | 0 | D | Â |
| Common Stock | 07/28/2004 | Â | M4 | 5,969 | A | \$ 3 | 5,969 | D | Â |
| | 07/28/2004 | Â | S4 | 5,969 | D | | 0 | D | Â |

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| | | | | | | | | | | |
|--------------|------------|---|----|--------|----------|----|------|--------|---|---|
| Common Stock | | | | | | \$ | 5.08 | | | |
| Common Stock | 08/02/2004 | Â | S4 | 3,333 | D (1) | \$ | 4.85 | 0 | D | Â |
| Common Stock | 08/10/2004 | Â | M4 | 93 | A | \$ | 3 | 93 | D | Â |
| Common Stock | 08/10/2004 | Â | S4 | 93 | D | \$ | 4.5 | 0 | D | Â |
| Common Stock | 08/11/2004 | Â | M4 | 10,141 | A | \$ | 3 | 10,141 | D | Â |
| Common Stock | 08/11/2004 | Â | S4 | 10,141 | D | \$ | 4.5 | 0 | D | Â |

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

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Stock Option (Right to Buy) | \$ 0.86 | 04/22/2003 | Â | A | 125,000 | Â | 04/22/2004 ⁽²⁾ | 04/22/2013 | Common |
| Stock Option (Right to Buy) | \$ 3 | 07/28/2003 | Â | A | 90,000 | Â | 07/28/2004 ⁽³⁾ | 07/28/2013 | Common |
| Stock Option (Right to Buy) | \$ 3.15 | 10/27/2003 | Â | M4 | Â | 14,063 | 04/25/2002 ⁽⁴⁾ | 04/25/2011 | Common |
| Stock Option (Right to Buy) | \$ 2.85 | 10/27/2003 | Â | M4 | Â | 18,750 | 02/11/2003 ⁽⁵⁾ | 02/11/2012 | Common |
| Stock Option | \$ 3.15 | 10/31/2003 | Â | M4 | Â | 500 | 04/25/2002 ⁽⁴⁾ | 04/25/2011 | Common |

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(Right to Buy)

| | | | | | | | | | |
|-----------------------------|---------|------------|---|----|---|--------|---------------------------|------------|--------|
| Stock Option (Right to Buy) | \$ 3.15 | 11/03/2003 | Â | M4 | Â | 1,062 | 04/25/2002 ⁽⁴⁾ | 04/25/2011 | Common |
| Stock Option (Right to Buy) | \$ 3.15 | 02/06/2004 | Â | M4 | Â | 1,562 | 04/25/2002 ⁽⁴⁾ | 04/25/2011 | Common |
| Stock Option (Right to Buy) | \$ 2.85 | 02/06/2004 | Â | M4 | Â | 3,125 | 02/11/2003 ⁽⁵⁾ | 02/11/2012 | Common |
| Stock Option (Right to Buy) | \$ 2.85 | 02/11/2004 | Â | M4 | Â | 3,125 | 02/11/2003 ⁽⁵⁾ | 02/11/2012 | Common |
| Stock Option (Right to Buy) | \$ 3.15 | 05/04/2004 | Â | M4 | Â | 1,563 | 04/25/2002 ⁽⁴⁾ | 04/25/2011 | Common |
| Stock Option (Right to Buy) | \$ 0.86 | 05/04/2004 | Â | M4 | Â | 31,250 | 04/22/2004 ⁽²⁾ | 04/22/2013 | Common |
| Stock Option (Right to Buy) | \$ 2.85 | 05/25/2004 | Â | M4 | Â | 3,125 | 02/11/2003 ⁽⁵⁾ | 02/11/2012 | Common |
| Stock Option (Right to Buy) | \$ 3.15 | 07/27/2004 | Â | M4 | Â | 1,563 | 04/25/2002 ⁽⁴⁾ | 04/25/2011 | Common |
| Stock Option (Right to Buy) | \$ 0.86 | 07/27/2004 | Â | M4 | Â | 7,813 | 04/22/2004 ⁽²⁾ | 04/22/2013 | Common |
| Stock Option (Right to Buy) | \$ 3 | 07/28/2004 | Â | M4 | Â | 5,969 | 07/28/2004 ⁽³⁾ | 07/28/2013 | Common |
| Stock Option (Right to Buy) | \$ 3 | 08/10/2004 | Â | M4 | Â | 93 | 07/28/2004 ⁽³⁾ | 07/28/2013 | Common |

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Buy)

Stock

Option

(Right to Buy)

\$ 3 08/11/2004 Â M4 Â 10,141 07/28/2004⁽³⁾ 07/28/2013 Common

Stock

Option

(Right to Buy)

\$ 3 08/13/2004 Â M4 Â 2,000 07/28/2004⁽³⁾ 07/28/2013 Common

Stock

Option

(Right to Buy)

\$ 3 08/17/2004 Â M4 Â 4,297 07/28/2004⁽³⁾ 07/28/2013 Common

Stock

Option

(Right to Buy)

\$ 2.85 08/24/2004 Â M4 Â 3,125 02/11/2003⁽⁵⁾ 02/11/2012 Common

Stock

Option

(Right to Buy)

\$ 0.86 10/25/2004 Â M4 Â 7,812 04/22/2004⁽²⁾ 04/22/2013 Common

Stock

Option

(Right to Buy)

\$ 3.15 10/29/2004 Â M4 Â 1,562 04/25/2002⁽⁴⁾ 04/25/2011 Common

Stock

Option

(Right to Buy)

\$ 3 10/29/2004 Â M4 Â 5,625 07/28/2004⁽³⁾ 07/28/2013 Common

Stock

Option

(Right to Buy)

\$ 2.85 11/11/2004 Â M4 Â 3,125 02/11/2003⁽⁵⁾ 02/11/2012 Common

Stock

Option

(Right to Buy)

\$ 0.86 02/14/2005 Â M4 Â 7,813 04/22/2004⁽²⁾ 04/22/2013 Common

Stock

Option

(Right to Buy)

\$ 2.87 03/14/2005 Â A4 250,000 Â 03/14/2006 03/14/2015 Common

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Litch Erich J
3400 NW JOHN OLSEN PLACE ^ ^ ^ SVP Corp. Dev. & GC ^
HILLSBORO, ^ OR ^ 97124

Signatures

/s/Paul Wilde 03/15/2006

 **Signature of Date
Reporting Person

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) Sale of shares purchased under the Corillian Corporation Employee Stock Purchase Plan ("ESPP") in an exempt transaction pursuant to Rule 16b-3(c).
 - (2) One-fourth of the shares vest on April 22, 2004, and one-sixteenth of the shares vest in quarterly installments thereafter.
 - (3) One-fourth of the shares vest on July 28, 2004, and one-sixteenth of the shares vest in quarterly installments thereafter.
 - (4) One-fourth of the shares vest on April 25, 2002, and one-sixteenth of the shares vest in quarterly installments thereafter.
 - (5) One-fourth of the shares vest on February 11, 2003, and one-sixteenth of the shares vest in quarterly installments thereafter.

^

Remarks:

Form ^ 1 ^ of ^ 2

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.