MILLS ANDREW G
Form 4
November 01, 2007

FORM 4

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).

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 *
MILLS ANDREW G

(Last) (First) (Middle)

262 HIGH STREET

(Street)

WINCHESTER, MA 01890

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Authorize.Net Holdings, Inc. [ANET]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/01/2007		D		17,500	D	$ 0 (1)	0	D	

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 Amount o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	$ 21.688	11/01/2007		D			20,000	05/31/2000 (2)	05/31/2010	Common Stock	20,000
Stock Option (right to buy)	$ 8.75	11/01/2007		D			10,000	06/05/2003 (2)	06/05/2013	Common Stock	10,000
Stock Option (right to buy)	$ 8.93	11/01/2007		D			20,000	07/03/2003 (2)	07/03/2013	Common Stock	20,000
Stock Option (right to buy)	$ 5.39	11/01/2007		D			10,000	06/02/2004 (2)	06/02/2014	Common Stock	10,000
Stock Option (right to buy)	$ 6.55	11/01/2007		D			10,000	06/28/2005 (2)	06/28/2015	Common Stock	10,000
Stock Option (right to buy)	$ 13.99	11/01/2007		D			10,000	06/29/2006 (2)	06/29/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS ANDREW G 262 HIGH STREET WINCHESTER, MA 01890	X			

Signatures

/s/ Eugene DiDonato Attorney-in-Fact	11/01/2007
**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) Represents shares disposed of pursuant to the Merger Agreement between issuer and CyberSource in exchange for shares of CyberSource common stock and cash on the closing of the merger. Each share of the issuer is being exchanged for 1.1611 shares of CyberSource common stock plus the "cash exchange ratio" as defined in the Merger Agreement ($4.42 per share).

(2) This option was accelerated and cancelled pursuant to the Merger Agreement in exchange for a cash payment equal to the "cash exchange ratio" as defined the Merger Agreement ($4.42 per share) plus an amount determined by multiplying 1.1611 by the difference between (a) the average closing price of CyberSource common stock for the ten trading days immediately preceding the closing of the merger ($16.01 per share) and (b) the option exercise price.

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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