

NIC INC  
Form 4  
October 13, 2011

**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 \*  
**HARTLEY ROSS C**

(Last) (First) (Middle)

**C/O NIC INC., 25501 WEST VALLEY PARKWAY, SUITE 300**

(Street)

**OLATHE, KS 66061**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NIC INC [EGOV]**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/11/2011**

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)

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                    |                                      |  |                                |   | 47,577  | D  |   |
| Common Stock                    |                                      |  |                                |   | 175,992   | I  | See <sup>(1)</sup>                                    |
| Common Stock                    | 10/11/2011                           |  | S <sup>(2)(3)</sup>            | 200   | D \$ 11.79  | 2,258,620  | I See <sup>(4)</sup>                                  |
| Common Stock                    | 10/11/2011                           |  | S <sup>(2)(3)</sup>            | 300   | D \$ 11.8   | 2,258,320  | I See <sup>(4)</sup>                                  |
| Common Stock                    | 10/11/2011                           |  | S <sup>(2)(3)</sup>            | 100   | D \$ 11.81  | 2,258,220  | I See <sup>(4)</sup>                                  |

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|              |            |                |       |   |          |           |   |                |
|--------------|------------|----------------|-------|---|----------|-----------|---|----------------|
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 400   | D | \$ 11.82 | 2,257,820 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 100   | D | \$ 11.83 | 2,257,720 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 200   | D | \$ 11.84 | 2,257,520 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 300   | D | \$ 11.85 | 2,257,220 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 401   | D | \$ 11.86 | 2,256,819 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 3,200 | D | \$ 11.87 | 2,253,619 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 820   | D | \$ 11.88 | 2,252,799 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 1,100 | D | \$ 11.89 | 2,251,699 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 1,900 | D | \$ 11.9  | 2,249,799 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 2,200 | D | \$ 11.91 | 2,247,599 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 1,201 | D | \$ 11.92 | 2,246,398 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 2,082 | D | \$ 11.93 | 2,244,316 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 1,609 | D | \$ 11.94 | 2,242,707 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 1,759 | D | \$ 11.95 | 2,240,948 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 2,124 | D | \$ 11.96 | 2,238,824 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 2,382 | D | \$ 11.97 | 2,236,442 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 1,863 | D | \$ 11.98 | 2,234,579 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 2,825 | D | \$ 11.99 | 2,231,754 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 3,284 | D | \$ 12    | 2,228,470 | I | See <u>(4)</u> |
| Common Stock | 10/11/2011 | <u>S(2)(3)</u> | 1,400 | D | \$ 12.01 | 2,227,070 | I | See <u>(4)</u> |
|              | 10/11/2011 | <u>S(2)(3)</u> | 1,298 | D |          | 2,225,772 | I | See <u>(4)</u> |

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|              |            |                     |     |   |          |           |   |  |                    |
|--------------|------------|---------------------|-----|---|----------|-----------|---|--|--------------------|
| Common Stock |            |                     |     |   | \$ 12.02 |           |   |  |                    |
| Common Stock | 10/11/2011 | S <sup>(2)(3)</sup> | 402 | D | \$ 12.03 | 2,225,370 | I |  | See <sup>(4)</sup> |
| Common Stock | 10/11/2011 | S <sup>(2)(3)</sup> | 400 | D | \$ 12.04 | 2,224,970 | I |  | See <sup>(4)</sup> |
| Common Stock | 10/11/2011 | S <sup>(2)(3)</sup> | 300 | D | \$ 12.05 | 2,224,670 | I |  | See <sup>(4)</sup> |
| Common Stock | 10/11/2011 | S <sup>(2)(3)</sup> | 200 | D | \$ 12.06 | 2,224,470 | I |  | See <sup>(4)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HARTLEY ROSS C<br>C/O NIC INC.<br>25501 WEST VALLEY PARKWAY, SUITE 300<br>OLATHE, KS 66061 |               |           |         | X     |

## Signatures

Aimi Daughtery, Attorney in Fact for Ross C.  
Hartley

10/13/2011

\_\_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) Shares held by a trust for the benefit of the Reporting Person's child, in which the Reporting Person is the trustee.
- (2) This is the first of two Forms 4 filed by the Reporting Person for the same transaction date.

- All of the transactions reported on this form are program transactions pursuant to a Rule 10b5-1 plan under the Securities Exchange Act of 1934, as amended, entered into on August 8, 2011, by Ross C. Hartley Family Investments, LLC, a Wyoming limited liability company, partly owned by Ross C. Hartley, 63, co-founder and a director of NIC Inc. The sales under the plan are intended to diversify the holdings of the limited liability company in furtherance of the family's estate planning goals for Mr. and Mrs. Hartley. Ross C. Hartley Family Investments, LLC will be able to sell up to 589,773 shares of common stock under the plan beginning August 22, 2011, and ending no later than January 31, 2012.
- (3)

- (4) Shares held by Ross C. Hartley Family Investments, LLC, in which the Reporting Person's spouse holds a majority of the voting interest.

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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