

EURONET WORLDWIDE INC
 Form 4
 December 18, 2008

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 *
BROWN MICHAEL J

2. Issuer Name and Ticker or Trading Symbol
EURONET WORLDWIDE INC [EFT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2008

C/O EURONET WORLDWIDE, INC., 4601 COLLEGE BOULEVARD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LEAWOOD, KS 66211

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$.02 per share | | | | (A) or (D) | 2,549,246 | D | |
| Common Stock, par value \$.02 per share | | | | (A) or (D) | 34,000 | I | By spouse |
| Common Stock, par | | | | (A) or (D) | 206,000 | I | See ⁽¹⁾ |

value \$.02
per share

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 10.1 | 12/16/2008 | | A | 152,323 | | (2) | 12/16/2018 | Common Stock | 152,323 |
| Stock Option (right to buy) | \$ 10.1 | 12/16/2008 | | A | 226,308 | | (3) | (3) | Common Stock | 226,308 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN MICHAEL J C/O EURONET WORLDWIDE, INC. 4601 COLLEGE BOULEVARD LEAWOOD, KS 66211 | X | | Chief Executive Officer | |

Signatures

Jeffrey B. Newman, Attorney in fact for Michael J. Brown

12/18/2008

__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) Held by Mr. Brown's spouse as custodian for his children.

(2) The option vests with respect to 40% of the shares on December 16, 2010 and 20% each anniversary thereafter.

The option vests with respect to 40% of the shares on December 16, 2010 and 20% each anniversary thereafter, provided that the Issuer's closing stock price shall have increased to a 30 calendar day average of \$16 per share within three years of grant date. The option expires December 16, 2018, provided that if the closing price of the Issuer's common stock does not reach the 30 day average of \$16 per share within three years of the date of grant, the option shall expire at the end of the three-year period.

(3) 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.