

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

ACXIOM CORPORATION
(Exact name of registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation or organization)	71-0581897 I.R.S. Employer Identification No.
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P.O. Box 2000 301 Industrial Boulevard Conway, Arkansas (Address of principal executive offices)	72033-2000 (Zip Code)
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ACXIOM CORPORATION/
PRO CD, INC. STOCK OPTION PLANS
(Full Title of the Plan)

Catherine L. Hughes
P.O. Box 2000
301 Industrial Boulevard
Conway, Arkansas 72033-2000
(Name and address of agent for service)

Copy to:

John Clayton Randolph
Friday, Eldredge & Clark
400 West Capitol Avenue, Suite 2000
Little Rock, Arkansas 72201-3493

501-336-1000
(Telephone number, including area code, of agent for
service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee (2)
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Common Stock (\$.10 Par Value)	147,097	\$ (2)	\$517,139.57	\$178.33
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(1) The Registration Statement also includes an indeterminable number of additional shares that may become issuable pursuant to the antidilution adjustment provisions of the Plan.

(2) Calculated pursuant to Rule 457(h)(1) on the basis of option exercise prices for the following number of options: 17,855 at \$.083; 45,087 at \$.17; 1,800 at \$3.75; 1,200 at \$5.00; 21,437 at \$6.88; 39,333 at \$6.25; and 20,385 at \$5.00.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents filed by Acxiom Corporation (the "Company") with the Securities and Exchange Commission are incorporated by reference in this registration statement: (i) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1995 (as amended by a Form 10-K/A filed October 12, 1995); (ii) the Company's Quarterly Reports on Form 10-Q for the quarters ended June 30, 1995, September 30, 1995 and December 31, 1995; (iii) the Company's Current Reports on Form 8-K dated August 25, 1995 and September 27, 1995; (iv) the Company's Reports on Form 10-C filed August 30, 1995 and April 17, 1996; and (v) the description of the Company's Common Stock contained in its registration statement on Form 8-A dated February 4, 1985, as amended on February 22, 1985.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable

Item 5. Interest of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law contains detailed provisions for indemnification of directors and officers of Delaware corporations against expenses, judgments, fines and settlements in connection with litigation. Article THIRTEENTH of the Company's Amended and Restated Certificate of Incorporation and Article VII of the Company's Bylaws provide for indemnification of the directors and officers of the Company against certain liabilities.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

Number	Description
4.1	Company's Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to Registration No. 33-63423)
4.2	Company's Bylaws as currently in effect (incorporated by reference to Exhibit 3(b) to Form 10-K for the fiscal year ended March 31, 1991 in 0-13163)
4.3	Data Center Management Agreement dated July 27, 1992 between the Company and Trans Union Corporation (incorporated by reference to Exhibit A to Schedule 13D of Trans Union Corporation dated August 31, 1992 in 5-36226)
4.4	Agreement to Extend and Amend Data Center Management Agreement and to Amend Registration Rights Agreement dated August 31, 1994 (incorporated by reference to Exhibit 10(b) to Form 10-K for the fiscal year ended March 31, 1995, as amended, in 0-13163)
4.5	Warrant to Purchase 2,000,000 shares of Company Common Stock (incorporated by reference to Exhibit B to Schedule 13D of Trans Union Corporation dated August 31, 1992 in 5-36226)
4.6	Registration Rights Agreement, effective August 31, 1992, between the Company and Trans Union Corporation (incorporated by reference to Exhibit C to Schedule 13D of Trans Union Corporation dated August 31, 1992 in 5-36226)
4.7	Letter Agreement dated July 27, 1992 between the Company and Trans Union Corporation (incorporated by reference to Exhibit 4.6 to Registration No. 33-63320)
4.8	Letter Agreement dated August 31, 1994 between the Company and Trans Union Corporation (incorporated by reference to Exhibit 4.8 to Registration No. 33-63423)

- 4.9 Stock Purchase Agreement dated October 26, 1994 between the Company and Marmon Industrial Corporation (incorporated by reference to Exhibit 4.9 to Registration No. 33-63423)
- 5 Opinion and Consent of Friday, Eldredge & Clark
- 23.1 Consent of KPMG Peat Marwick LLP
- 23.2 Consent of Friday, Eldredge & Clark (included in Exhibit 5)
- 24 Powers of Attorney

Item 9. Undertakings

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, unless the information required to be included in such post-effective amendment is contained in a periodic report filed by registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 and incorporated herein by reference;

(b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement, unless the information required to be included in such post-effective amendment is contained in a periodic report filed by registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 and incorporated herein by reference. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(c) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

4. That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions referred to in Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Conway, State of Arkansas, on the 9th day of May, 1996.

ACXIOM CORPORATION

/s/ Catherine L. Hughes

(Catherine L. Hughes
Secretary and General Counsel)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated, on the 9th day of May, 1996.

*
----- Chief Financial Officer
Robert S. Bloom (Principal Accounting Officer)

*
----- Director
Dr. Ann H. Die

*
----- Director
William T. Dillard II

*
----- Director
Harry C. Gambill

*
----- Chief Operating Officer, Executive
Roger S. Kline Vice President, Treasurer and
Director (Principal Financial
Officer)

*
----- Chairman of the Board, Chief
Charles D. Morgan, Jr. Executive Officer, President and
Director (Principal Executive
Officer)

*
----- Director
Robert A. Pritzker

*
----- Director
Walter V. Smiley

*
----- Executive Vice President and
James T. Womble Director

/s/ Catherine L. Hughes
*By: -----
Catherine L. Hughes
(Attorney-in-Fact)

*Catherine L. Hughes, by signing her name hereto, does sign this document on behalf of each of the persons indicated above pursuant to powers of attorney duly executed by such persons, filed or to be filed with the Securities and Exchange Commission as supplemental information.

INDEX TO EXHIBITS

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- 24 Powers of Attorney

FRIDAY, ELDREDGE & CLARK
2000 First Commercial Building
400 West Capitol Avenue
Little Rock, Arkansas 72201-3493
Telephone: 501-376-2011
Fax: No.: 501-376-2147

May 9, 1996

Acxiom Corporation
Post Office Box 2000
301 Industrial Boulevard
Conway, Arkansas 72033-2000

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission on or about the date hereof by Acxiom Corporation (the "Company") for registration under the Securities Act of 1933, as amended (the "Act"), of 147,097 shares of the Company's common stock, \$.10 par value per share (the "Shares"), to be offered in connection with the Acxiom Corporation/Pro CD, Inc. Stock Option Plans (the "Plan").

It is our opinion that all action necessary to register the Shares under the Act will have been taken when:

a. The Registration Statement shall have become effective in accordance with the applicable provisions of the Act; and

b. Appropriate action shall have been taken by the Board of Directors of the Company for the purpose of authorizing the registration of the Shares.

It is our further opinion that the Shares will be, upon issuance against receipt of the purchase price therefore (as defined in the Plan), validly authorized, validly issued, fully paid and non-assessable. This opinion does not pass upon the matter of compliance with "Blue Sky" laws or similar laws relating to the sale or distribution of the Shares.

We are members of the Arkansas Bar and do not hold ourselves out as experts on the laws of any other State.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement, as it may be amended, and consent to such references to our firm as are made therein.

Very truly yours,

FRIDAY, ELDREDGE & CLARK

JCR/bb

The Board of Directors
Acxiom Corporation:

We consent to incorporation by reference in the registration statement on Form S-8 of Acxiom Corporation of our report dated May 5, 1995, relating to the consolidated balance sheets of Acxiom Corporation and subsidiaries as of March 31, 1995 and 1994, and the related consolidated statements of earnings, stockholders' equity and cash flows for each of the years in the three-year period ended March 31, 1995 which is incorporated by reference in the March 31, 1995 annual report on Form 10-K of Acxiom Corporation. We also consent to incorporation by reference in the above-mentioned registration statement of our report dated May 5, 1995 relating to the consolidated financial statement schedule, which report appears in the March 31, 1995 annual report on Form 10-K of Acxiom Corporation.

KPMG Peat Marwick LLP

Little Rock, Arkansas
May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director and officer of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes and/or Robert S. Bloom, and each of them, as the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as a director and principal executive officer of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Charles D. Morgan, Jr.

Charles D. Morgan, Jr.

Date: May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director and officer of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes and/or Robert S. Bloom, and each of them, as the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as a director and principal financial officer of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Rodger S. Kline

Rodger S. Kline

Date: May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director and officer of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes and/or Robert S. Bloom, and each of them, as the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as a director and officer of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ James T. Womble

James T. Womble

Date: May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes and/or Robert S. Bloom, and each of them, as the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Walter V. Smiley

Walter V. Smiley

Date: May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes and/or Robert S. Bloom, and each of them, as the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ William T. Dillard II

William T. Dillard II

Date: May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes and/or Robert S. Bloom, and each of them, as the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Harry C. Gambill

Harry C. Gambill

Date: May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes and/or Robert S. Bloom, and each of them, as the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this date.

Signature:

/s/ Dr. Ann H. Die

Dr. Ann H. Die

Date: May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes and/or Robert S. Bloom, and each of them, as the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as a director of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Robert A. Pritzker

Robert A. Pritzker

Date: May 9, 1996

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officer of Acxiom Corporation, a Delaware corporation (the "Company"), does hereby constitute and appoint Catherine L. Hughes as the true and lawful attorney-in-fact and agent of the undersigned, with full power of substitution and resubstitution for the undersigned and in the undersigned's name, place and stead, in the undersigned's capacity as the principal accounting officer of the Company, to sign the Company's Registration Statement on Form S-8 pertaining to the registration of up to 147,097 shares of the Company's Common Stock, \$.10 par value per share, to be offered to certain employees pursuant to the Acxiom Corporation/Pro CD, Inc. Stock Option Plans and to sign any and all amendments thereto (including post-effective amendments), and to file the same, together with any exhibits and all other documents related thereto, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, full power and authority to do and perform each and any act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as the undersigned might or could do in person, duly ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue of the power herein granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this date.

Signature:

/s/ Robert S. Bloom

Robert S. Bloom

Date: May 9, 1996