

DIGITAL RIVER INC /DE

Form 3

July 05, 2005

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â DONNELLY THOMAS M

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/01/2005

3. Issuer Name **and** Ticker or Trading Symbol

DIGITAL RIVER INC /DE [DRIV]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Financial Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting PersonC/O DIGITAL RIVER,  
INC.,Â 9625 W. 76TH STREET,  
SUITE 150

(Street)

EDEN PRAIRIE,Â MNÂ 55344

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security

(Instr. 4)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership

Form:

Direct (D)

or Indirect

(I)

(Instr. 5)

4. Nature of Indirect Beneficial

Ownership

(Instr. 5)

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and

Expiration Date

(Month/Day/Year)

Date

Exercisable

Expiration

Date

3. Title and Amount of

Securities Underlying

Derivative Security

(Instr. 4)

Title

Amount or

Number of

4. Conversion

or Exercise

Price of

Derivative

Security

5. Ownership

Form of

Derivative

Security:

Direct (D)

6. Nature of Indirect

Beneficial Ownership

(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	02/10/2015	Common Stock	50,000	\$ 30.69	D	Â
Stock Option (Right to Buy)	Â (2)	05/10/2015	Common Stock	50,000	\$ 25.23	D	Â
Stock Option (Right to Buy)	Â (3)	06/15/2015	Common Stock	25,000	\$ 28.75	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY THOMAS M C/O DIGITAL RIVER, INC. 9625 W. 76TH STREET, SUITE 150 EDEN PRAIRIE, MN 55344	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Thomas M.  
Donnelly

07/05/2005

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Option vests over four years with respect to 25% on the first year anniversary and 6.25% quarterly thereafter, commencing February 10, 2005.
- (2) Option vests over four years with respect to 25% on the first year anniversary and 6.25% quarterly thereafter, commencing May 10, 2005.
- (3) Option vests over four years with respect to 25% on the first year anniversary and 6.25% quarterly thereafter, commencing June 15, 2005.

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.