RONNING JOEL A Form 4 August 09, 2005

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

**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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** RONNING JOEL A			2. Issuer Name <b>and</b> Ticker or Trading Symbol DIGITAL RIVER INC /DE [DRIV]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheek all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
C/O DIGITAL RIVER, INC., 9625 W. 76TH STREET		INC., 9625	08/05/2005	X Officer (give title Other (specify below) CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
EDEN PRAIR	RIE, MN 5	5344		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	xecution Date, if Transactioror Disposed of (D) ny Code (Instr. 3, 4 and 5) Month/Day/Year) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/05/2005		S	1,000	D	\$ 37.867	975,803	D	
Common Stock	08/05/2005		S	2,500	D	\$ 37.8681	973,303	D	
Common Stock	08/05/2005		S	2,500	D	\$ 37.8707	970,803	D	
Common Stock	08/05/2005		S	2,500	D	\$ 37.8729	968,303	D	
Common Stock	08/05/2005		S	1,000	D	\$ 37.8736	967,303	D	

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08/05/2005	S	2,500	D	\$ 37.8777	964,803	D
08/05/2005	S	2,500	D	\$ 37.8795	962,303	D
08/05/2005	S	2,500	D	\$ 37.8851	959,803	D
08/05/2005	S	2,500	D	\$ 37.8861	957,303	D
08/05/2005	S	2,500	D	\$ 37.8909	954,803	D
08/05/2005	S	1,000	D	\$ 37.8972	953,803	D
08/05/2005	S	3,000	D	\$ 37.91	950,803	D
08/05/2005	S	1,000	D	\$ 37.9159	949,803	D
08/05/2005	S	1,000	D	\$ 37.93	948,803	D
08/05/2005	S	1,000	D	\$ 37.95	947,803	D
08/05/2005	S	1,000	D	\$ 37.9599	946,803	D
08/05/2005	S	1,000	D	\$ 37.9675	945,803	D
08/05/2005	S	1,000	D	\$ 37.9715	944,803	D
08/05/2005	S	1,000	D	\$ 37.9951	943,803	D
08/05/2005	S	1,000	D	\$ 37.9982	942,803	D
08/05/2005	S	1,000	D	\$ 38.006	941,803	D
08/05/2005	S	1,000	D	\$ 38.031	940,803	D
	08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005 08/05/2005	08/05/2005       S         08/05/2005       S	08/05/2005       S       2,500         08/05/2005       S       2,500         08/05/2005       S       2,500         08/05/2005       S       2,500         08/05/2005       S       1,000         08/05/2005       S       1,000	08/05/2005       S       2,500       D         08/05/2005       S       2,500       D         08/05/2005       S       2,500       D         08/05/2005       S       2,500       D         08/05/2005       S       1,000       D	08/05/2005       S       2,500       D       37.8777         08/05/2005       S       2,500       D       \$ 37.8795         08/05/2005       S       2,500       D       \$ 37.8851         08/05/2005       S       2,500       D       \$ 37.8861         08/05/2005       S       2,500       D       \$ 37.8909         08/05/2005       S       1,000       D       \$ 37.8972         08/05/2005       S       3,000       D       \$ 37.91         08/05/2005       S       1,000       D       \$ 37.9159         08/05/2005       S       1,000       D       \$ 37.959         08/05/2005       S       1,000       D       \$ 37.9675         08/05/2005       S       1,000       D       \$ 37.9951         08/05/2005       S       1,000       D       \$ 37.9951         08/05/2005       S       1,000       D       \$ 37.9982         08/05/2005       S       1,000       D       \$ 37.9982	08/05/2005       S       2,500       D       37,8777       964,803         08/05/2005       S       2,500       D       \$37,8795       962,303         08/05/2005       S       2,500       D       \$37,8851       959,803         08/05/2005       S       2,500       D       \$37,8861       957,303         08/05/2005       S       2,500       D       \$37,8909       954,803         08/05/2005       S       1,000       D       \$37,8972       953,803         08/05/2005       S       1,000       D       \$37,915       950,803         08/05/2005       S       1,000       D       \$37,9159       949,803         08/05/2005       S       1,000       D       \$37,93       948,803         08/05/2005       S       1,000       D       \$37,959       946,803         08/05/2005       S       1,000       D       \$37,9599       946,803         08/05/2005       S       1,000       D       \$37,9715       944,803         08/05/2005       S       1,000       D       \$37,9951       943,803         08/05/2005       S       1,000       D       \$37,9951       943,

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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2.			4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
e Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
Derivative				Securities	S		(Instr.	. 3 and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration	Title			
					Exercisable	Date	Title			
			Codo I	7 (A) (D)						
	e Conversion or Exercise Price of Derivative	e Conversion (Month/Day/Year) or Exercise Price of Derivative	e Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	e Conversion (Month/Day/Year) Execution Date, if Transact or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Derivative Security  Month/Day/Year)  Execution Date, if any Code of (Instr. 8) Derivative Security  Month/Day/Year)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Pear) Code of (Month/Day/Pear) Derivative Security Security Security Security Security Security Security Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise Price of Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amore or Exercise any Code of (Month/Day/Year) Under Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 8) Code of (Month/Day/Year) Under Security Securities (Instr. 8) Date Expiration Title Exercisable Date Title	Conversion or Exercise or Exercise Price of ODER or Exercise Price of ODER or Exercise ODER	Conversion or Exercise Price of Derivative Security  Resolution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 5) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 5) Derivative Securities  Resolution Date (Instr. 3 and 4)  Resolution Date (Instr. 5)  Resolution Date (Instr. 6)  Resolution Date (Instr

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RONNING JOEL A C/O DIGITAL RIVER, INC. 9625 W. 76TH STREET EDEN PRAIRIE, MN 55344	X		CEO			

## **Signatures**

/s/ Michael J. Sullivan, attorney-in-fact for Joel A.
Ronning 08/09/2005

\*\*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).

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.

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