

RONNING JOEL A

Form 4

July 21, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RONNING JOEL A

(Last) (First) (Middle)

C/O DIGITAL RIVER, INC., 9625
W. 76TH STREET

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

DIGITAL RIVER INC /DE [DRIV]

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

07/17/2008

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)

CEO

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)
Common Stock	07/17/2008		M	Amount 6,900 (A) or (D) A	\$ 5.125	436,899	D
Common Stock	07/17/2008		M	Amount 7,900 (A) or (D) A	\$ 13.92	444,799	D
Common Stock	07/17/2008		M	Amount 8,150 (A) or (D) A	\$ 10.5	452,949	D
Common Stock	07/17/2008		M	Amount 7,050 (A) or (D) A	\$ 22.98	459,999	D
Common Stock	07/17/2008		S ⁽¹⁾	Amount 2,002 (A) or (D) D	\$ 38.67 ⁽²⁾	457,997	D

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Common Stock	07/17/2008	S ⁽¹⁾	54,633	D	\$ 39.25 (3)	403,364	D
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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 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. Filing Date (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 5.125	07/17/2008		M	6,900	<u>(4)</u>	02/21/2011	Common Stock	6,900	
Stock Option (Right to Buy)	\$ 13.92	07/17/2008		M	7,900	<u>(4)</u>	02/08/2012	Common Stock	7,900	
Stock Option (Right to Buy)	\$ 10.5	07/17/2008		M	8,150	<u>(4)</u>	02/13/2013	Common Stock	8,150	
Stock Option (Right to Buy)	\$ 22.98	07/17/2008		M	7,050	<u>(4)</u>	02/09/2014	Common Stock	7,050	

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/ Kevin L. Crudden, Attorney-in-Fact for Joel A.
Ronning

07/21/2008

__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) The sales reported on this Form 4 were effectuated pursuant to a 10b5-1 plan adopted by the reporting person on 8/3/07.
- (2) The Price range for shares sold is \$38.65 - \$38.72. If requested, the reporting person will provide the number of shares sold at each separate price.
- (3) The Price range for shares sold is \$38.73 - \$39.72. If requested, the reporting person will provide the number of shares sold at each separate price.
- (4) All of the shares subject to the option were vested and exercisable as of the date of the transaction.

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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