

Cinedigm Digital Cinema Corp.

Form 4

April 29, 2010

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CROTTY GERALD C**

(Last) (First) (Middle)

**C/O WEICHERT ENTERPRISES  
LLC, 1625 STATE ROUTE 10**

(Street)

**MORRIS PLAINS, NJ 07950**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Cinedigm Digital Cinema Corp.  
[CIDM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/23/2010**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Class A<br>Common<br>Stock            | 04/23/2010                              |                                                             | M                                       |                                                                            | 11,666                                                                                                             | A                                                                    | (4) 18,563                                                        |

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)**

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| 1. Title of<br>Derivative Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                            |                                        |
|--------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------|----------------------------------------|
|                                                  |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                             | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Non-Employee<br>Stock Option<br>(Right to buy)   | \$ 5                                                               |                                         |                                                             |                                      |                                                                                                              | <u>(1)</u>                                                     | 02/14/2013                                                     | Class A<br>Common<br>Stock | 2                                      |
| Non-Employee<br>Stock Option<br>(Right to buy)   | \$ 5                                                               |                                         |                                                             |                                      |                                                                                                              | <u>(2)</u>                                                     | 03/17/2014                                                     | Class A<br>Common<br>Stock | 5                                      |
| Non-Employee<br>Stock Option<br>(Right to buy)   | \$ 6.4                                                             |                                         |                                                             |                                      |                                                                                                              | 03/08/2006                                                     | 06/09/2015                                                     | Class A<br>Common<br>Stock | 10                                     |
| Non-Employee<br>Stock Option<br>(Right to buy)   | \$ 12.93                                                           |                                         |                                                             |                                      |                                                                                                              | 03/31/2006                                                     | 03/31/2016                                                     | Class A<br>Common<br>Stock | 10                                     |
| Non-Employee<br>Stock Option<br>(Right to buy)   | \$ 7.55                                                            |                                         |                                                             |                                      |                                                                                                              | <u>(3)</u>                                                     | 06/25/2017                                                     | Class A<br>Common<br>Stock | 10                                     |
| Restricted<br>Stock Units                        | <u>(4)</u>                                                         |                                         |                                                             |                                      |                                                                                                              | <u>(5)</u>                                                     | <u>(5)</u>                                                     | Class A<br>Common<br>Stock | 13                                     |
| Restricted<br>Stock Units                        | <u>(4)</u>                                                         | 04/23/2010                              |                                                             | M                                    | 11,666                                                                                                       | <u>(6)</u>                                                     | <u>(6)</u>                                                     | Class A<br>Common<br>Stock | 1                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                   | Director      | 10% Owner | Officer | Other |
| CROTTY GERALD C<br>C/O WEICHERT ENTERPRISES LLC<br>1625 STATE ROUTE 10<br>MORRIS PLAINS, NJ 07950 | X             |           |         |       |

## Signatures

/s/ Gerald C.  
Crotty

04/28/2010

\_\_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 option vested in three equal annual installments commencing February 14, 2004.
- (2) Of such options, one-third vested on March 17, 2005 and the remaining vested on March 8, 2006.
- (3) The option vests in three equal annual installments commencing June 25, 2008.
- (4) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Class A Common Stock; however, the Issuer has the discretion to settle in Class A Common Stock or cash or a combination thereof.
- (5) The RSUs vest in three equal annual installments commencing May 9, 2009.
- (6) RSUs vest in three equal annual installments commencing April 23, 2010.

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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