

Dinh Viet D  
Form 4  
June 04, 2009

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dinh Viet D

(Last) (First) (Middle)

C/O THE ORCHARD  
ENTERPRISES, INC., 23 E. 4TH  
ST., 3RD FLOOR

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Orchard Enterprises, Inc. [ORCD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/02/2009

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 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)	
			Code	V	Amount (A) or (D) Price			
Restricted Stock <sup>(1)</sup>	06/02/2009		A		9,728 <sup>(1)</sup>	A	\$ 0 9,728 <sup>(1)</sup>	D
Restricted Stock <sup>(2)</sup>							3,200 <sup>(2)</sup>	D
Common Stock <sup>(3)</sup>							16,123 <sup>(3)</sup>	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Dinh Viet D  
C/O THE ORCHARD ENTERPRISES, INC.  
23 E. 4TH ST., 3RD FLOOR  
NEW YORK, NY 10003

X

## Signatures

/s/ Alexis Shapiro for  
Viet Dinh

06/04/2009

\_\_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).

An award of 19,455 shares of restricted stock of The Orchard Enterprises, Inc. (the "Company") was granted to the reporting person on June 2, 2009 pursuant to the revised Non-Executive Directors' Compensation Program approved by the Company's Board of Directors on June 2, 2009. These shares of restricted stock vest as follows: (i) 1/2 vest on the date of grant, June 2, 2009, and (ii) the remaining 1/2 vest on the date of the Company's 2010 Annual Meeting of Stockholders, provided that the director continues to serve until the time of the 2010 Annual Meeting. Accordingly, 9,727 shares of restricted stock vested on June 2, 2009 and are included in the reporting person's ownership of Common Stock in Table I.

An award of 9,596 shares of restricted stock of the Company was granted to the reporting person on June 4, 2008 pursuant to the Non-Executive Directors' Compensation Program then in effect and was previously reported in Table II of the reporting person's Form 4 filed with the SEC on June 6, 2008. These shares of restricted stock vest as follows: (i) 1/3 vest on the date of grant, June 4, 2008, (ii) 1/3 vest on the date of the 2009 Annual Meeting of Stockholders, which was held on June 2, 2009, and (iii) the remaining 1/3 vest on the date of the Company's 2010 Annual Meeting of Stockholders, provided that the director continues to serve until the time of the 2010 Annual Meeting. Accordingly, (i) 3,198 shares of restricted stock vested on June 4, 2008 and (ii) 3,198 shares of restricted stock vested on June 2, 2009 and are included in the reporting person's ownership of Common Stock in Table I.

## Edgar Filing: Dinh Viet D - Form 4

- Includes (i) 9,727 shares of restricted stock that vested on June 2, 2009 pursuant to the restricted stock award described in Footnote 1 and
- (3) (ii) 3,198 shares of restricted stock that vested on June 4, 2008 and 3,198 shares of restricted stock that vested on June 2, 2009 pursuant to the restricted stock award described in Footnote 2.

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.