

DIGITAL RIVER INC /DE

Form 4

May 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
Number: 3235-0287
Expires: January 31,
2005
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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)

05/19/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/19/2008		S ⁽¹⁾		200	D	\$ 38.02
Common Stock	05/19/2008		S ⁽¹⁾		900	D	\$ 38.03
Common Stock	05/19/2008		S ⁽¹⁾		400	D	\$ 38.04
Common Stock	05/19/2008		S ⁽¹⁾		100	D	\$ 38.05
Common Stock	05/19/2008		S ⁽¹⁾		200	D	\$ 38.06

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Common Stock	05/19/2008	<u>S⁽¹⁾</u>	687	D	\$ 38.07	496,262	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	978	D	\$ 38.08	495,284	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	2,000	D	\$ 38.09	493,284	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	1,900	D	\$ 38.1	491,384	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	600	D	\$ 38.11	490,784	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	1,952	D	\$ 38.12	488,832	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	846	D	\$ 38.13	487,986	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	3,100	D	\$ 38.14	484,886	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	3,185	D	\$ 38.15	481,701	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	5,700	D	\$ 38.16	476,001	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	4,817	D	\$ 38.17	471,184	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	1,100	D	\$ 38.18	470,084	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	4,200	D	\$ 38.19	465,884	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	3,200	D	\$ 38.2	462,684	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	1,500	D	\$ 38.21	461,184	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	500	D	\$ 38.22	460,684	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	100	D	\$ 38.23	460,584	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	900	D	\$ 38.24	459,684	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	1,600	D	\$ 38.25	458,084	D
Common Stock	05/19/2008	<u>S⁽¹⁾</u>	700	D	\$ 38.27	457,384	D
	05/19/2008	<u>S⁽¹⁾</u>	400	D		456,984	D

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Common Stock					\$ 38.28		
Common Stock	05/19/2008	S ⁽¹⁾	200	D	\$ 38.3	456,784	D
Common Stock	05/19/2008	S ⁽¹⁾	150	D	\$ 38.32	456,634	D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following 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
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

05/20/2008

____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.

Remarks:

Two of Two

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