

DIGITAL RIVER INC /DE

Form 4

December 19, 2007

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 *
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)

12/17/2007

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/17/2007		M		6,200	A	\$ 5.125	600,673	D
Common Stock	12/17/2007		M		7,200	A	\$ 13.92	607,873	D
Common Stock	12/17/2007		M		7,450	A	\$ 10.5	615,323	D
Common Stock	12/17/2007		M		6,350	A	\$ 22.98	621,673	D
Common Stock	12/17/2007		M		2,800	A	\$ 35.11	624,473	D

Edgar Filing: DIGITAL RIVER INC /DE - Form 4

Common Stock	12/17/2007	<u>S(1)</u>	1,000	D	\$ 32.73	623,473	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 32.74	623,073	D
Common Stock	12/17/2007	<u>S(1)</u>	443	D	\$ 32.75	622,630	D
Common Stock	12/17/2007	<u>S(1)</u>	1,400	D	\$ 32.76	621,230	D
Common Stock	12/17/2007	<u>S(1)</u>	1,100	D	\$ 32.77	620,130	D
Common Stock	12/17/2007	<u>S(1)</u>	900	D	\$ 32.78	619,230	D
Common Stock	12/17/2007	<u>S(1)</u>	2,600	D	\$ 32.79	616,630	D
Common Stock	12/17/2007	<u>S(1)</u>	1,300	D	\$ 32.8	615,330	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 32.81	614,930	D
Common Stock	12/17/2007	<u>S(1)</u>	1,100	D	\$ 32.82	613,830	D
Common Stock	12/17/2007	<u>S(1)</u>	100	D	\$ 32.825	613,730	D
Common Stock	12/17/2007	<u>S(1)</u>	2,700	D	\$ 32.83	611,030	D
Common Stock	12/17/2007	<u>S(1)</u>	1,600	D	\$ 32.84	609,430	D
Common Stock	12/17/2007	<u>S(1)</u>	900	D	\$ 32.85	608,530	D
Common Stock	12/17/2007	<u>S(1)</u>	2,200	D	\$ 32.86	606,330	D
Common Stock	12/17/2007	<u>S(1)</u>	300	D	\$ 32.865	606,030	D
Common Stock	12/17/2007	<u>S(1)</u>	400	D	\$ 32.87	605,630	D
Common Stock	12/17/2007	<u>S(1)</u>	1,000	D	\$ 32.88	604,630	D
Common Stock	12/17/2007	<u>S(1)</u>	1,950	D	\$ 32.89	602,680	D
Common Stock	12/17/2007	<u>S(1)</u>	2,442	D	\$ 32.9	600,238	D
	12/17/2007	<u>S(1)</u>	200	D		600,038	D

Edgar Filing: DIGITAL RIVER INC /DE - Form 4

Common Stock					\$	32.905		
Common Stock	12/17/2007	S ⁽¹⁾	1,600	D	\$ 32.91	598,438	D	
Common Stock	12/17/2007	S ⁽¹⁾	700	D	\$ 32.92	597,738	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 displays a currently valid OMB control number.

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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 5.125	12/17/2007		M	6,200	<u>(2)</u>	02/21/2011	Common Stock	6,200	
Stock Option (Right to Buy)	\$ 13.92	12/17/2007		M	7,200	<u>(2)</u>	02/08/2012	Common Stock	7,200	
Stock Option (Right to Buy)	\$ 10.5	12/17/2007		M	7,450	<u>(2)</u>	02/13/2013	Common Stock	7,450	
Stock Option (Right to Buy)	\$ 22.98	12/17/2007		M	6,350	<u>(3)</u>	02/09/2014	Common Stock	6,350	
Stock Option (Right to	\$ 35.11	12/17/2007		M	2,800	<u>(3)</u>	02/10/2016	Common Stock	2,800	

Buy)

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

12/19/2007

 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) All of the shares subject to the option were vested and exercisable as of the date of the transaction.
- (3) The option vests quarterly over four years beginning on the date of grant.

Remarks:

One of Three

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.