

Cinedigm Digital Cinema Corp.  
Form 4  
May 12, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/21/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**MORRIS PLAINS, NJ 07950**

(City) (State) (Zip)

**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	
Class A Common Stock	04/21/2011		M		11,667	A	\$ 0 78,223	D
Class A Common Stock	05/09/2011		M		6,896	A	\$ 0 85,119	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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(1)</u> 02/14/2013	Class A Common Stock 2
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(2)</u> 03/17/2014	Class A Common Stock 5
Non-Employee Stock Option (Right to buy)	\$ 6.4					03/08/2006 06/09/2015	Class A Common Stock 10
Non-Employee Stock Option (Right to buy)	\$ 12.93					03/31/2006 03/31/2016	Class A Common Stock 10
Non-Employee Stock Option (Right to buy)	\$ 7.55					<u>(3)</u> 06/25/2017	Class A Common Stock 10
Restricted Stock Units	<u>(4)</u>	05/09/2011		M	6,896	<u>(5)</u> <u>(5)</u>	Class A Common Stock 6
Restricted Stock Units	<u>(4)</u>	04/21/2011		M	11,667	<u>(6)</u> <u>(6)</u>	Class A Common Stock 1

## Reporting Owners

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

## Signatures

/s/ Gerald C.  
Crotty

05/11/2011

    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 vested 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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