

DIGITAL RIVER INC /DE
 Form 4
 February 21, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
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)

02/19/2008

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/19/2008 | | M | | 6,900 | A | \$ 5.125 |
| Common Stock | 02/19/2008 | | M | | 7,900 | A | \$ 13.92 |
| Common Stock | 02/19/2008 | | M | | 8,150 | A | \$ 10.5 |
| Common Stock | 02/19/2008 | | M | | 7,050 | A | \$ 22.98 |
| Common Stock | 02/19/2008 | | S ⁽¹⁾ | | 999 | D | \$ 33.64 |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|------------|---------|---|
| Common Stock | 02/19/2008 | <u>S(1)</u> | 900 | D | \$ 33.65 | 569,304 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 600 | D | \$ 33.66 | 568,704 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 200 | D | \$ 33.69 | 568,504 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 300 | D | \$ 33.71 | 568,204 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 400 | D | \$ 33.77 | 567,804 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 900 | D | \$ 33.78 | 566,904 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 200 | D | \$ 33.79 | 566,704 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 200 | D | \$ 33.8 | 566,504 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 2,100 | D | \$ 33.81 | 564,404 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 700 | D | \$ 33.82 | 563,704 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 700 | D | \$ 33.83 | 563,004 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 1,200 | D | \$ 33.84 | 561,804 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 200 | D | \$ 33.85 | 561,604 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 400 | D | \$ 33.86 | 561,204 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 570 | D | \$ 33.87 | 560,634 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 800 | D | \$ 33.88 | 559,834 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 1,200 | D | \$ 33.89 | 558,634 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 200 | D | \$ 33.8925 | 558,434 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 300 | D | \$ 33.895 | 558,134 | D |
| Common Stock | 02/19/2008 | <u>S(1)</u> | 700 | D | \$ 33.9 | 557,434 | D |
| | 02/19/2008 | <u>S(1)</u> | 1,200 | D | \$ 33.91 | 556,234 | D |

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Common
Stock

Common Stock 02/19/2008 S⁽¹⁾ 400 D \$ 33.92 555,834 D

Common Stock 02/19/2008 S⁽¹⁾ 1,422 D \$ 33.93 554,412 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 5.125 | 02/19/2008 | | M | 6,900 | ⁽²⁾ 02/21/2011 | Common Stock | 6,900 |
| Stock Option (Right to Buy) | \$ 13.92 | 02/19/2008 | | M | 7,900 | ⁽²⁾ 02/08/2012 | Common Stock | 7,900 |
| Stock Option (Right to Buy) | \$ 10.5 | 02/19/2008 | | M | 8,150 | ⁽²⁾ 02/13/2013 | Common Stock | 8,150 |
| Stock Option (Right to Buy) | \$ 22.98 | 02/20/2008 | | M | 7,050 | ⁽³⁾ 02/09/2014 | Common Stock | 7,050 |

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

02/21/2008

__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.
 - (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 Four

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