

RONNING JOEL A
Form 4
August 09, 2005

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

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 *
RONNING JOEL A

2. Issuer Name and Ticker or Trading Symbol
DIGITAL RIVER INC /DE [DRIV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O DIGITAL RIVER, INC., 9625
W. 76TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2005

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

(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

EDEN PRAIRIE, MN 55344

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/05/2005		M		6,330 A \$ 5.125	947,133	D
Common Stock	08/05/2005		M		95,884 A \$ 5.125	1,043,017	D
Common Stock	08/05/2005		S		1,000 D \$ 37.2566	1,042,017	D
Common Stock	08/05/2005		S		1,000 D \$ 37.2737	1,041,017	D
Common Stock	08/05/2005		S		1,000 D \$ 37.3031	1,040,107	D

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Common Stock	08/05/2005	S	1,000	D	\$ 37.3102	1,039,107	D
Common Stock	08/05/2005	S	936	D	\$ 37.3178	1,038,081	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.3405	1,035,581	D
Common Stock	08/05/2005	S	7,778	D	\$ 37.36	1,027,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.4031	1,025,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.4176	1,022,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.4526	1,020,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.5278	1,017,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.5365	1,015,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.5522	1,012,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.558	1,010,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.5822	1,007,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.5893	1,005,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.607	1,002,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.6524	1,000,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.6564	997,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.6587	995,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.6813	992,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.703	990,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.7815	987,803	D
	08/05/2005	S	2,500	D		985,303	D

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Common Stock					\$ 37.7919		
Common Stock	08/05/2005	S	2,500	D	\$ 37.7987	982,803	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.8209	980,303	D
Common Stock	08/05/2005	S	2,500	D	\$ 37.8359	977,803	D
Common Stock	08/05/2005	S	1,000	D	\$ 37.866	976,803	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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.125	08/05/2005		M	6,330	⁽¹⁾ 02/21/2011	Common Stock	6,330
Stock Option (Right to Buy)	\$ 5.125	08/05/2005		M	95,884	⁽¹⁾ 02/21/2011	Common Stock	95,884

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RONNING JOEL A C/O DIGITAL RIVER, INC.	X		CEO	

9625 W. 76TH STREET
EDEN PRAIRIE, MN 55344

Signatures

/s/ Michael J. Sullivan, attorney-in-fact for Joel A.
Ronning

08/09/2005

__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 shares underlying the options vested quarterly over four years, beginning 2/21/01.

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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