

DIGITAL RIVER INC /DE  
 Form 4  
 March 14, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**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)

**03/12/2007**

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	03/12/2007		S		5,000 D \$ 53.1827	D	
Common Stock	03/12/2007		S		20,000 D \$ 53.17	D	
Common Stock	03/12/2007		S		5,000 D \$ 53.0808	D	
Common Stock	03/12/2007		S		5,000 D \$ 53.0806	D	
Common Stock	03/12/2007		S		10,000 D \$ 53.08	D	

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Common Stock	03/12/2007	S	5,000	D	\$ 53.0727	1,130,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0689	1,125,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0614	1,120,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0503	1,115,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0491	1,110,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0489	1,105,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0488	1,100,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0465	1,095,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0384	1,090,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0262	1,085,971	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.0248	1,080,971	D
Common Stock	03/12/2007	S	30,000	D	\$ 53.02	1,050,971	D
Common Stock	03/12/2007	S	10,000	D	\$ 53.0194	1,040,971	D
Common Stock	03/12/2007	S	325	D	\$ 53.01	1,040,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 53	1,035,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.9948	1,030,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.9925	1,025,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.9888	1,020,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.9297	1,015,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.9066	1,010,646	D
	03/12/2007	S	5,000	D		1,005,646	D

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Common Stock					\$ 52.8902		
Common Stock	03/12/2007	S	5,000	D	\$ 52.8694	1,000,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.863	995,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.8208	990,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.8062	985,646	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Owned Beneficially (Instr. 5)
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## 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

03/14/2007

\_\_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).

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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