

DIGITAL RIVER INC /DE
 Form 4
 September 19, 2007

FORM 4

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

OMB APPROVAL

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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)

12/20/1999

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 or Price		
Common Stock	12/20/1999		A ⁽¹⁾⁽²⁾		0 ⁽¹⁾	A	\$ 0 698,472 D
Common Stock	05/05/2000		S ⁽²⁾		5,500	D	\$ 16.9752 692,972 D
Common Stock	05/08/2000		S ⁽²⁾		4,500	D	\$ 15.9424 688,472 D
Common Stock	05/16/2000		S ⁽²⁾		5,000	D	\$ 17.891 683,472 D
Common Stock	12/19/2001		G ⁽²⁾		8,000	D	\$ 0 675,472 D

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Common Stock	05/21/2004	<u>G</u> (2)	1,544	D	\$ 0	674,378	D
Common Stock	09/17/2007	M	6,200	A	\$ 5.125	680,578	D
Common Stock	09/17/2007	M	7,200	A	\$ 13.92	687,778	D
Common Stock	09/17/2007	M	7,450	A	\$ 10.5	695,228	D
Common Stock	09/17/2007	M	6,350	A	\$ 22.98	701,578	D
Common Stock	09/17/2007	M	2,800	A	\$ 35.11	704,378	D
Common Stock	09/17/2007	<u>S</u> (3)	100	D	\$ 44.1	704,278	D
Common Stock	09/17/2007	<u>S</u> (3)	99	D	\$ 44.09	704,179	D
Common Stock	09/17/2007	<u>S</u> (3)	300	D	\$ 44.06	703,879	D
Common Stock	09/17/2007	<u>S</u> (3)	700	D	\$ 43.98	703,179	D
Common Stock	09/17/2007	<u>S</u> (3)	900	D	\$ 43.97	702,279	D
Common Stock	09/17/2007	<u>S</u> (3)	100	D	\$ 43.93	702,179	D
Common Stock	09/17/2007	<u>S</u> (3)	200	D	\$ 43.91	701,979	D
Common Stock	09/17/2007	<u>S</u> (3)	200	D	\$ 43.9	701,779	D
Common Stock	09/17/2007	<u>S</u> (3)	100	D	\$ 43.82	701,679	D
Common Stock	09/17/2007	<u>S</u> (3)	100	D	\$ 43.81	701,579	D
Common Stock	09/17/2007	<u>S</u> (3)	100	D	\$ 43.77	701,479	D
Common Stock	09/17/2007	<u>S</u> (3)	400	D	\$ 44.76	701,079	D
Common Stock	09/17/2007	<u>S</u> (3)	200	D	\$ 43.74	700,879	D
Common Stock	09/17/2007	<u>S</u> (3)	200	D	\$ 43.73	700,679	D
	09/17/2007	<u>S</u> (3)	500	D	\$ 43.71	700,179	D

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Common
Stock

Common Stock 09/17/2007 S⁽³⁾ 904 D \$ 43.7 699,275 D

Common Stock 09/17/2007 S⁽³⁾ 797 D \$ 43.69 698,478 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 (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	09/17/2007		M	6,200	⁽⁴⁾ 02/21/2011	Common Stock	6,200
Stock Option (Right to Buy)	\$ 13.92	09/17/2007		M	7,200	⁽⁴⁾ 02/08/2012	Common Stock	7,200
Stock Option (Right to Buy)	\$ 10.5	09/17/2007		M	7,450	⁽⁴⁾ 02/13/2013	Common Stock	7,450
Stock Option (Right to Buy)	\$ 22.98	09/17/2007		M	6,350	⁽⁵⁾ 02/09/2014	Common Stock	6,350
Stock Option (Right to Buy)	\$ 35.11	09/17/2007		M	2,800	⁽⁵⁾ 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

09/19/2007

**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).
Corrects the description of the number of shares transferred to the reporting person from 1,060,882 to 1,058,882 actually received in connection with a liquidating transaction by Tech Squared, Inc. of which reporting person may have been deemed to be a controlling stockholder, which was previously reported on a Form 5 in February of 2000.
- (1) connection with a liquidating transaction by Tech Squared, Inc. of which reporting person may have been deemed to be a controlling stockholder, which was previously reported on a Form 5 in February of 2000.
- (2) The transaction is being reported to reflect miscellaneous transactions or corrections to previously reported transactions that were discovered in connection with a recent property settlement involving the reporting person.
- (3) The sales reported on this Form 4 were effectuated pursuant to a 10b5-1 plan adopted by the reporting person on 8/3/07.
- (4) All of the shares subject to the option were vested and exercisable as of the date of the transaction.
- (5) The option vests quarterly over four years beginning on the date of grant.

Remarks:

One of Four

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