

DIGITAL RIVER INC /DE
Form 4
August 05, 2005

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)

08/04/2005

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	08/04/2005		M		32,786 A \$ 5.125	973,589	D
Common Stock	08/04/2005		S		8,000 D \$ 38.5	965,589	D
Common Stock	08/04/2005		S		597 D \$ 38.5002	964,992	D
Common Stock	08/04/2005		S		1,000 D \$ 38.5016	963,992	D
Common Stock	08/04/2005		S		1,000 D \$ 38.5042	962,992	D

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Common Stock	08/04/2005	S	1,000	D	\$ 38.51	961,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.5138	960,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.53	959,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.5336	958,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.537	957,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.5412	956,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.5449	955,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.5466	954,992	D
Common Stock	08/04/2005	S	2,000	D	\$ 38.55	952,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.556	951,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.5681	950,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.5799	949,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.5812	948,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.739	947,992	D
Common Stock	08/04/2005	S	1,000	D	\$ 38.801	946,992	D
Common Stock	08/04/2005	S	2,000	D	\$ 38.81	944,992	D
Common Stock	08/04/2005	S	2,500	D	\$ 39.0057	942,492	D
Common Stock	08/04/2005	S	1,689	D	\$ 39.0119	940,803	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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 5.125	08/04/2005		M	32,786	<u>(1)</u> 02/21/2011	Common Stock	32,786

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/ Michael J. Sullivan, attorney-in-fact for Joel A. Ronning
Date: 08/05/2005

__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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