

Cinedigm Digital Cinema Corp.
 Form 4
 June 28, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 MAYO A DALE

2. Issuer Name and Ticker or Trading Symbol
 Cinedigm Digital Cinema Corp.
 [CIDM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/22/2010

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

C/O CINEDIGM DIGITAL CINEMA CORP., 55 MADISON AVENUE, SUITE 300

(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

MORRISTOWN, NJ 07960

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Class B Common Stock | | | | | 633,811 | D | |
| Class A Common Stock | 06/22/2010 | | M | 94,340 A \$ 0 (5) | 243,728 (1) | D | |
| Class A Common Stock | | | | | 97,500 | I | By spouse (2) |

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (Right to Buy) | \$ 10.89 | | | | | 09/14/2006 12/15/2010 | Class A Common Stock |
| Stock Option (Right to Buy) | \$ 3.25 | 06/22/2010 | | J ⁽³⁾ | V 750,000 | 03/31/2011 ⁽³⁾ 03/31/2013 | Class A Common Stock |
| Stock Option (Right to Buy) | \$ 1.37 | | | | | 08/11/2009 03/31/2014 | Class A Common Stock |
| Stock Option (Right to Buy) | \$ 1.37 | | | | | 06/22/2010 ⁽⁴⁾ 03/31/2014 | Class A Common Stock |
| Restricted Stock Units | ⁽⁵⁾ | 06/22/2010 | | M | 94,340 | 06/22/2010 ⁽⁶⁾ 06/22/2010 ⁽⁶⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAYO A DALE C/O CINEDIGM DIGITAL CINEMA CORP. 55 MADISON AVENUE, SUITE 300 MORRISTOWN, NJ 07960 | X | X | | |

Signatures

/s/ A. Dale
Mayo

06/28/2010

**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) Includes 19,920 shares of Class A Common shares issued on January 24, 2008, pursuant to the Issuer's Second Amended and Restated 2000 Equity Incentive Plan, which shares vest on January 24, 2011.

Includes 12,500 shares of Class A common stock held for the account of Reporting Person's grandchildren, the custodian of which accounts is Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all the shares of Class A common stock held by the Reporting Person's spouse.
 - (2) Such options, which had not vested, were cancelled for no value on June 22, 2010 in accordance with the terms of the Separation Agreement between the Reporting Person and the Issuer dated as of June 22, 2010.
 - (3) Such options vested on June 22, 2010 in accordance with the terms of the Separation Agreement between the Reporting Person and the Issuer dated as of June 22, 2010.
 - (4) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Common Stock; however, the Issuer has the discretion to settle in Common Stock or cash or a combination thereof.
 - (5) Such RSUs vested on June 22, 2010 in accordance with the terms of the Separation Agreement between the Reporting Person and the Issuer dated as of June 22, 2010.
 - (6) Such RSUs vested on June 22, 2010 in accordance with the terms of the Separation Agreement between the Reporting Person and the Issuer dated as of June 22, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.