

DIGITAL RIVER INC /DE
Form 4
August 04, 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)

08/03/2005

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	08/03/2005		M		53,628 A \$ 6.375	994,431	D
Common Stock	08/03/2005		M		256,372 A \$ 5.125	1,250,803	D
Common Stock	08/03/2005		S		5,000 D \$ 38.5174	1,245,803	D
Common Stock	08/03/2005		S		1,729 D \$ 38.5545	1,244,074	D
Common Stock	08/03/2005		S		5,000 D \$ 38.5858	1,239,074	D

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Common Stock	08/03/2005	S	5,000	D	\$ 38.7384	1,234,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.7548	1,229,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.7902	1,224,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.798	1,219,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.7986	1,214,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.8089	1,209,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.8203	1,204,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.823	1,199,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.8299	1,194,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.8382	1,189,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.8392	1,184,074	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.8744	1,179,074	D
Common Stock	08/03/2005	S	3,271	D	\$ 38.9027	1,175,803	D
Common Stock	08/03/2005	S	5,000	D	\$ 38.961	1,170,803	D
Common Stock	08/03/2005	S	5,000	D	\$ 39.0014	1,165,803	D
Common Stock	08/03/2005	S	5,000	D	\$ 39.004	1,160,803	D
Common Stock	08/03/2005	S	5,000	D	\$ 39.0135	1,155,803	D
Common Stock	08/03/2005	S	5,000	D	\$ 39.0201	1,150,803	D
Common Stock	08/03/2005	S	5,000	D	\$ 39.0595	1,145,803	D
Common Stock	08/03/2005	S	5,000	D	\$ 39.0877	1,140,803	D
	08/03/2005	S	2,500	D		1,138,803	D

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Common Stock					\$			
					39.0957			
Common Stock	08/03/2005		S	5,000	D	\$	1,133,303	D
						39.1082		
Common Stock	08/03/2005		S	5,000	D	\$	1,128,303	D
						39.1188		
Common Stock	08/03/2005		S	5,000	D	\$	1,123,303	D
						39.1201		
Common Stock	08/03/2005		S	5,000	D	\$	1,118,303	D
						39.1202		

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.375	08/03/2005		M	53,628	<u>(1)</u> 08/06/2010	Common Stock 53,628
Stock Option (Right to Buy)	\$ 5.125	08/03/2005		M	256,372	<u>(2)</u> 02/21/2011	Common Stock 256,372

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

08/04/2005

__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 8/6/00.

(2) 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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