

DIGITAL RIVER INC /DE

Form 4

August 21, 2007

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

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

## OMB APPROVAL

OMB  
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(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)

**08/17/2007**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |                                   |
| Common Stock                    | 08/17/2007                           |  | M                              |   | 6,200  | A          | \$ 5.125  | 733,307  | D                                 |
| Common Stock                    | 08/17/2007                           |  | M                              |   | 7,200  | A          | \$ 13.92  | 740,507  | D                                 |
| Common Stock                    | 08/17/2007                           |  | M                              |   | 7,450  | A          | \$ 10.5   | 747,957  | D                                 |
| Common Stock                    | 08/17/2007                           |  | M                              |   | 6,350  | A          | \$ 22.98  | 754,307  | D                                 |
| Common Stock                    | 08/17/2007                           |  | M                              |   | 2,800  | A          | \$ 35.11  | 757,107  | D                                 |

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|              |            |              |       |   |          |         |   |
|--------------|------------|--------------|-------|---|----------|---------|---|
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.25 | 757,007 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.26 | 756,907 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 1,000 | D | \$ 43.28 | 755,907 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.33 | 755,807 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 1,200 | D | \$ 43.34 | 754,607 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 400   | D | \$ 43.35 | 754,207 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.36 | 754,107 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.37 | 754,007 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 400   | D | \$ 43.38 | 753,607 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 400   | D | \$ 43.41 | 753,207 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.45 | 753,107 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.46 | 753,007 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 136   | D | \$ 43.5  | 752,871 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 264   | D | \$ 43.51 | 752,607 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.52 | 752,507 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.53 | 752,407 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.54 | 752,307 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 200   | D | \$ 43.55 | 752,107 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 100   | D | \$ 43.61 | 752,007 | D |
| Common Stock | 08/17/2007 | <u>S</u> (1) | 200   | D | \$ 43.63 | 751,807 | D |
|              | 08/17/2007 | <u>S</u> (1) | 141   | D |          | 751,666 | D |

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|              |            |                  |     |   |          |         |   |
|--------------|------------|------------------|-----|---|----------|---------|---|
| Common Stock |            |                  |     |   | \$ 43.64 |         |   |
| Common Stock | 08/17/2007 | S <sup>(1)</sup> | 459 | D | \$ 43.65 | 751,207 | D |
| Common Stock | 08/17/2007 | S <sup>(1)</sup> | 600 | D | \$ 43.66 | 750,607 | D |
| Common Stock | 08/17/2007 | S <sup>(1)</sup> | 600 | D | \$ 43.67 | 750,007 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Filing Date of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 5.125   | 08/17/2007                           |  | M                              |   | 6,200  |     | <u>(2)</u>  | 02/21/2011      | Common Stock                                     | 6,200                      |
| Stock Option (Right to Buy)                | \$ 13.92   | 08/17/2007                           |  | M                              |   | 7,200  |     | <u>(2)</u>  | 02/08/2012      | Common Stock                                     | 7,200                      |
| Stock Option (Right to Buy)                | \$ 10.5  | 08/17/2007                           |  | M                              |   | 7,450  |     | <u>(2)</u>  | 02/13/2013      | Common Stock                                     | 7,450                      |
| Stock Option (Right to Buy)                | \$ 22.98   | 08/17/2007                           |  | M                              |   | 6,350  |     | <u>(3)</u>  | 02/09/2014      | Common Stock                                     | 6,350                      |

|           |          |            |  |   |       |     |            |        |       |
|-----------|----------|------------|--|---|-------|-----|------------|--------|-------|
| Stock     |          |            |  |   |       |     |            |        |       |
| Option    | \$ 35.11 | 08/17/2007 |  | M | 2,800 | (3) | 02/10/2016 | Common | 2,800 |
| (Right to |          |            |  |   |       |     |            | Stock  |       |
| Buy)      |          |            |  |   |       |     |            |        |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RONNING JOEL A<br>C/O DIGITAL RIVER, INC.<br>9625 W. 76TH STREET<br>EDEN PRAIRIE, MN 55344 | X             |           | CEO     |       |

## Signatures

/s/ Kevin L. Crudden, Attorney-in-Fact for Joel A.  
Ronning

08/21/2007

\_\_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).
- (1) The sales reported on this Form 4 were effectuated pursuant to a 10b5-1 plan adopted by the reporting person on 8/3/07.
- (2) All of the shares subject to the option were vested and exercisable as of the date of the transaction.
- (3) The option vests quarterly over four years beginning on the date of grant.

### Remarks:

1 of 5

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