STEENLAND DOUGLAS M

Form 4 June 06, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

response...

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEENLAND DOUGLAS M			2. Issuer Symbol	Name and	Γicker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)		L RIVER Earliest Tra	INC /DE [DRIV]	(C	heck all applicabl	e)		
			(Month/Da	ay/Year)		_X_ Director	109	% Owner		
C/O DIGITA W. 76TH ST	· · · · · · · · · · · · · · · · · · ·	· ·	06/02/20	11		Officer (g	give titleOth below)	er (specify		
(Street)		4. If Amen	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mont	h/Day/Year)		Applicable Line _X_ Form filed) by One Reporting P	erson		
EDEN PRA	IRIE, MN 5	5344				Form filed by Person	by More than One R	eporting		
(City)	(State)	(Zip)	Table	I - Non-De	erivative Securities A	cquired, Dispose	d of, or Beneficia	lly Owne		
1.Title of	2. Transactio	on Date 2A. De	eemed	3.	4. Securities	5. Amount of	6. Ownership	7. Natur		
Security	(Month/Day/	Year) Execut	tion Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect		

		Tubic	I HOILD	orradro c	,ccuii	1105 110	quirea, Disposea	oscu oi, or beneficiany owned					
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of				
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			Securities	Form: Direct	Indirect					
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial				
			(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership				
							Following	(Instr. 4)	(Instr. 4)				
					()		Reported						
					(A)		Transaction(s)						
			G 1 W		or	ъ.	(Instr. 3 and 4)						
			Code V	Amount	(D)	Price							
Common Stock	06/02/2011		A	7,000	A	\$0	21,000	D					

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)

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2.			4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
e Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
Derivative				Securities	S		(Instr.	. 3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration	Title			
					Exercisable	Date	Title			
			Codo I	7 (A) (D)						
	e Conversion or Exercise Price of Derivative	e Conversion (Month/Day/Year) or Exercise Price of Derivative	e Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	e Conversion (Month/Day/Year) Execution Date, if Transact or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Derivative Security Month/Day/Year) Execution Date, if any Code of (Instr. 8) Derivative Security Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Pear) Code of (Month/Day/Pear) Derivative Security Security Security Security Security Security Security Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise Price of Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Expiration Date (Month/Day/Year) Date Expiration Exercisable Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amore or Exercise any Code of (Month/Day/Year) Under Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 8) Code of (Month/Day/Year) Under Security Securities (Instr. 8) Date Expiration Title Exercisable Date Title	Conversion or Exercise or Exercise Price of ODER or Exercise Price of ODER or Exercise ODER	Conversion or Exercise Price of Derivative Security Resolution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Resolution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Resolution Date (Month/Day/Year) (Instr. 8) Derivative Securities Resolution Date (Month/Day/Year) (Instr. 5) Derivative Securities Resolution Date (Month/Day/Year) (Instr. 5) Derivative Securities Resolution Date (Instr. 3 and 4) Resolution Date (Instr. 5) Resolution Date (Instr. 6) Resolution Date (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STEENLAND DOUGLAS M C/O DIGITAL RIVER, INC. 9625 W. 76TH STREET, SUITE 150 EDEN PRAIRIE, MN 55344



Signatures

/s/ Kevin L. Crudden, Attorney-in-Fact for Douglas M. Steenland

06/06/2011

**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 are subject to forfeiture and shall vest with respect to 1/3 per year over a three year period.

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.

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