

DIGITAL RIVER INC /DE

Form 4

March 14, 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)

03/12/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/12/2007		S		5,000	D \$ 52.8057	980,646	D	
Common Stock	03/12/2007		S		5,000	D \$ 52.8047	975,646	D	
Common Stock	03/12/2007		S		5,000	D \$ 52.8	970,646	D	
Common Stock	03/12/2007		S		5,000	D \$ 52.7927	965,646	D	
Common Stock	03/12/2007		S		5,000	D \$ 52.7195	960,646	D	

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Common Stock	03/12/2007	S	10,000	D	\$ 52.7	950,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.6415	945,646	D
Common Stock	03/12/2007	S	1,000	D	\$ 52.612	944,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.606	939,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.6053	934,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.585	929,646	D
Common Stock	03/12/2007	S	1,000	D	\$ 52.578	928,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5715	923,646	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5667	918,646	D
Common Stock	03/12/2007	S	7,200	D	\$ 52.55	911,446	D
Common Stock	03/12/2007	S	1,000	D	\$ 52.547	910,446	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5464	905,446	D
Common Stock	03/12/2007	S	1,000	D	\$ 52.545	904,446	D
Common Stock	03/12/2007	S	6,600	D	\$ 52.54	897,846	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5336	892,846	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5292	887,846	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5132	882,846	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5103	877,846	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5084	872,846	D
Common Stock	03/12/2007	S	5,000	D	\$ 52.5058	867,846	D
	03/12/2007	S	5,000	D		862,846	D

Common Stock					\$ 52.5055			
Common Stock	03/12/2007		S	5,000	D	\$ 52.5051	857,846	D
Common Stock	03/12/2007		S	3,643	D	\$ 52.5	854,203	D
Common Stock	03/12/2007		S	5,000	D	\$ 52.494	849,203	D
Common Stock	03/12/2007		S	5,000	D	\$ 52.4674	844,203	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

03/14/2007

__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).

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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