

MADISON THOMAS F  
Form 4  
June 17, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MADISON THOMAS F

(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)

06/15/2009

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                            |
| Common Stock                    | 06/15/2009                           |                                                    | M                              | A                                                                 | 10,000                                                                                        | \$ 22.98                                                 | 38,166 D                                   |
| Common Stock                    | 06/15/2009                           |                                                    | M                              | A                                                                 | 17,500                                                                                        | \$ 22.98                                                 | 55,666 D                                   |
| Common Stock                    | 06/15/2009                           |                                                    | S                              | D                                                                 | 27,500                                                                                        | \$ 38.1251                                               | 28,166 D                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 2,892 I                                    |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | Shares beneficially owned by the Thomas    |

F. Madison Profit Sharing Plan.

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

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy)                | \$ 22.98                                               | 06/15/2009                           |                                                    | M                              | 10,000                                                                                  | <u>(2)</u> 02/09/2014                                    | Common Stock                                                  | 10,000                        |
| Stock Option (Right to Buy)                | \$ 22.98                                               | 06/15/2009                           |                                                    | M                              | 17,500                                                                                  | <u>(2)</u> 02/09/2014                                    | Common Stock                                                  | 17,500                        |

## Reporting Owners

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

## Signatures

/s/ Kevin L. Crudden, Attorney-in-Fact for Thomas F. Madison

06/17/2009

\_\_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 price range for shares sold is \$37.96 and \$38.26. If requested by the Commission staff, the issuer or a securityholder of the issuer, the reporting person will provide the number of shares sold at each separate price.
- (2) All of the shares subject to the option were vested and exercisable as of the date of the transaction.

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