

STEINER PERRY WINTER

Form 4

May 03, 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 *
STEINER PERRY WINTER

(Last) (First) (Middle)

C/O DIGITAL RIVER, INC., 9625
W. 76TH STREET, SUITE 150

(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)

05/01/2007

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)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/01/2007		M		2,500	A	\$ 10.5	14,000 D
Common Stock	05/01/2007		M		10,000	A	\$ 10.5	24,000 D
Common Stock	05/01/2007		M		10,000	A	\$ 22.98	34,000 D
Common Stock	05/01/2007		M		7,500	A	\$ 22.98	41,500 D
Common Stock	05/01/2007		S		400	D	\$ 58.3	41,100 D

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Common Stock	05/01/2007	S	1,000	D	\$ 58.32	40,100	D
Common Stock	05/01/2007	S	300	D	\$ 58.33	39,800	D
Common Stock	05/01/2007	S	78	D	\$ 58.35	39,722	D
Common Stock	05/01/2007	S	600	D	\$ 58.355	39,122	D
Common Stock	05/01/2007	S	300	D	\$ 58.36	38,822	D
Common Stock	05/01/2007	S	100	D	\$ 58.39	38,722	D
Common Stock	05/01/2007	S	500	D	\$ 58.4	38,222	D
Common Stock	05/01/2007	S	100	D	\$ 58.42	38,122	D
Common Stock	05/01/2007	S	1,300	D	\$ 58.44	36,822	D
Common Stock	05/01/2007	S	1,465	D	\$ 58.45	35,357	D
Common Stock	05/01/2007	S	1,477	D	\$ 58.46	33,880	D
Common Stock	05/01/2007	S	400	D	\$ 58.47	33,480	D
Common Stock	05/01/2007	S	200	D	\$ 58.48	33,280	D
Common Stock	05/01/2007	S	8,922	D	\$ 58.5	24,358	D
Common Stock	05/01/2007	S	2,158	D	\$ 58.51	22,200	D
Common Stock	05/01/2007	S	900	D	\$ 58.52	21,300	D
Common Stock	05/01/2007	S	1,000	D	\$ 58.53	20,300	D
Common Stock	05/01/2007	S	1,900	D	\$ 58.55	18,400	D
Common Stock	05/01/2007	S	1,000	D	\$ 58.56	17,400	D
Common Stock	05/01/2007	S	2,700	D	\$ 58.57	14,700	D
	05/01/2007	S	200	D	\$ 58.58	14,500	D

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Common
Stock

Common Stock	05/01/2007	S	400	D	\$ 58.6	14,100	D
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Common Stock	05/01/2007	S	2,600	D	\$ 58.64	11,500	D
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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.5	05/01/2007		M	2,500	<u>(1)</u>	02/13/2013	Common Stock		2,500
Stock Option (Right to Buy)	\$ 10.5	05/01/2007		M	10,000	<u>(1)</u>	02/13/2013	Common Stock		10,000
Stock Option (Right to Buy)	\$ 22.98	05/01/2007		M	10,000	<u>(2)</u>	02/09/2014	Common Stock		10,000
Stock Option (Right to Buy)	\$ 22.98	05/01/2007		M	7,500	<u>(2)</u>	02/09/2014	Common Stock		7,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

STEINER PERRY WINTER
C/O DIGITAL RIVER, INC.
9625 W. 76TH STREET, SUITE 150
EDEN PRAIRIE, MN 55344

X

Signatures

/s/ Kevin L. Crudden,
Attorney-in-Fact

05/02/2007

__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 shares were fully vested as of February 13, 2006.
- (2) The shares were fully vested as of February 9, 2007.

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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