

DIGITAL RIVER INC /DE
 Form 4
 March 14, 2007

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 *
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		M		102,082	A	\$ 3	829,189	D
Common Stock	03/12/2007		M		31,372	A	\$ 6.375	860,561	D
Common Stock	03/12/2007		M		19,512	A	\$ 5.125	880,073	D
Common Stock	03/12/2007		M		423,834	A	\$ 5.125	1,303,907	D
Common Stock	03/12/2007		S		1,000	D	\$ 54.21	1,302,907	D

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Common Stock	03/12/2007	S	5,000	D	\$ 54.166	1,297,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 54.1207	1,292,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 54.0318	1,287,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.9759	1,282,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.9125	1,277,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.8904	1,272,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.8479	1,267,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.7622	1,262,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.7571	1,257,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.7415	1,252,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.7262	1,247,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.6393	1,242,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.6392	1,237,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.6145	1,232,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.6121	1,227,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.608	1,222,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.5815	1,217,907	D
Common Stock	03/12/2007	S	5,000	D	\$ 53.5759	1,212,907	D
Common Stock	03/12/2007	S	6,336	D	\$ 53.57	1,206,571	D
Common Stock	03/12/2007	S	600	D	\$ 53.51	1,205,971	D
	03/12/2007	S	5,000	D		1,200,971	D

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Common Stock					\$				53.5026
Common Stock	03/12/2007		S	5,000	D	\$ 53.35	1,195,971	D	
Common Stock	03/12/2007		S	5,000	D	\$ 53.2673	1,190,971	D	
Common Stock	03/12/2007		S	5,000	D	\$ 53.2018	1,185,971	D	
Common Stock	03/12/2007		S	5,000	D	\$ 53.1887	1,180,971	D	

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3	03/12/2007		M	102,082	<u>(1)</u>	05/08/2008	Common Stock	102,082
Stock Option (Right to Buy)	\$ 6.375	03/12/2007		M	31,372	<u>(2)</u>	08/06/2010	Common Stock	31,372
Stock Option (Right to Buy)	\$ 5.125	03/12/2007		M	19,512	<u>(3)</u>	02/21/2011	Common Stock	19,512
Stock Option (Right to Buy)	\$ 5.125	03/12/2007		M	423,834	<u>(3)</u>	02/21/2011	Common Stock	423,834

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).

- (1) The shares were fully vested as of May 8, 2002.
- (2) The shares were fully vested as of August 6, 2004.
- (3) The shares were fully vested as of February 1, 2005.

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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