

DIGITAL RIVER INC /DE

Form 4

February 17, 2006

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 *
MADISON THOMAS F

(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)
02/15/2006

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/15/2006		M		17,500	A	\$ 10.5	26,500 D
Common Stock	02/15/2006		M		6,800	A	\$ 10.5	33,300 D
Common Stock								3,332 I

Shares
beneficially
owned by
the Thomas
F. Madison
Profit
Sharing
Plan.

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Common Stock	02/15/2006	S	300	D	\$ 36.68	33,000	D
Common Stock	02/15/2006	S	2,102	D	\$ 36.67	30,898	D
Common Stock	02/15/2006	S	2,600	D	\$ 36.66	28,298	D
Common Stock	02/15/2006	S	3,520	D	\$ 36.65	24,778	D
Common Stock	02/15/2006	S	2,500	D	\$ 36.65	22,278	D
Common Stock	02/15/2006	S	1,600	D	\$ 36.62	20,678	D
Common Stock	02/15/2006	S	5,598	D	\$ 36.61	15,080	D
Common Stock	02/15/2006	S	1,978	D	\$ 36.6	13,102	D
Common Stock	02/15/2006	S	2,002	D	\$ 36.58	11,100	D
Common Stock	02/15/2006	S	2,100	D	\$ 36.56	9,000	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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.5	02/15/2006		M	17,500	<u>(1)</u> 02/13/2013	Common Stock	17,500

Stock Option (Right to Buy)	\$ 10.5	02/15/2006	M	6,800	<u>(2)</u>	02/13/2013	Common Stock	6,800
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADISON THOMAS F C/O DIGITAL RIVER INC. 9625 W. 76TH STREET, SUITE 150 EDEN PRAIRIE, MN 55344	X			

Signatures

/s/ Michael J. Sullivan, as attorney-in-fact for Thomas F. Madison	02/17/2006
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__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) Shares vested quarterly over a three-year period.

(2) Shares vested 100% on the 3rd anniversary of the date of grant.

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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