

DIGITAL RIVER INC /DE
 Form 3
 July 05, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â DONNELLY THOMAS M</p> <p>(Last) (First) (Middle)</p> <p>C/O DIGITAL RIVER, INC.,Â 9625 W. 76TH STREET, SUITE 150</p> <p>(Street)</p> <p>EDEN PRAIRIE,Â MNÂ 55344</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DIGITAL RIVER INC /DE [DRIV]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	02/10/2015	Common Stock	50,000	\$ 30.69	D	Â
Stock Option (Right to Buy)	Â (2)	05/10/2015	Common Stock	50,000	\$ 25.23	D	Â
Stock Option (Right to Buy)	Â (3)	06/15/2015	Common Stock	25,000	\$ 28.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY THOMAS M C/O DIGITAL RIVER, INC. 9625 W. 76TH STREET, SUITE 150 EDEN PRAIRIE, MN 55344	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Thomas M. 07/05/2005
Donnelly

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Option vests over four years with respect to 25% on the first year anniversary and 6.25% quarterly thereafter, commencing February 10, 2005.
- (2) Option vests over four years with respect to 25% on the first year anniversary and 6.25% quarterly thereafter, commencing May 10, 2005.
- (3) Option vests over four years with respect to 25% on the first year anniversary and 6.25% quarterly thereafter, commencing June 15, 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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