

MADISON THOMAS F
Form 4
May 10, 2013

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
DIGITAL RIVER INC /DE [DRIV]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O DIGITAL RIVER INC., 10380
BREN ROAD WEST

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
MINNETONKA, MN 55343-9072

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/08/2013		P	1,005 A \$ 14.866	1,005	I ⁽¹⁾	By A. Gatzlaff Trust
Common Stock	05/08/2013		P	1,000 A \$ 14.9388	1,000	I ⁽¹⁾	By C. Madison Trust
Common Stock	05/08/2013		P	1,005 A \$ 14.935	1,005	I ⁽¹⁾	By E. Madison Trust
Common Stock	05/08/2013		P	700 A \$ 14.965	700	I ⁽¹⁾	By J. Gatzlaff

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
Common Stock		05/08/2013		P	300	A \$ 14.9899	1,000	I ⁽¹⁾	Trust By J. Gatzlaff Trust
Common Stock		05/08/2013		P	1,000	A \$ 14.966	1,000	I ⁽¹⁾	Trust By L. Madison Trust
Common Stock		05/08/2013		P	500	A \$ 14.97	500	I ⁽¹⁾	Trust By M. Madison Trust
Common Stock		05/08/2013		P	505	A \$ 14.9899	1,005	I ⁽¹⁾	Trust By M. Madison Trust
Common Stock		05/08/2013		P	1,005	A \$ 14.9905	1,005	I ⁽¹⁾	Trust By S. Madison Trust
Common Stock		05/08/2013		P	1,005	A \$ 14.9887	1,005	I ⁽¹⁾	Trust By T. Madison Trust
Common Stock		05/08/2013		P	1,005	A \$ 14.9765	1,005	I ⁽¹⁾	Trust By J. Madison Trust
Common Stock							58,943	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security

Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MADISON THOMAS F
C/O DIGITAL RIVER INC.
10380 BREN ROAD WEST
MINNETONKA, MN 55343-9072

X

Signatures

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

05/10/2013

**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).

These securities are held in a trust for the benefit of the reporting person's grandchildren. The reporting person disclaims beneficial ownership of these securities, and the filing of this report should not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.