

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

(Last) (First) (Middle)

C/O DIGITAL RIVER INC., 10380
BREN ROAD WEST

(Street)

MINNETONKA, MN 55343-9072

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DIGITAL RIVER INC /DE [DRIV]

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

05/08/2013

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 | 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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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|--------|------------------|--|
| 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.

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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 |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

| Derivative Security | Code | V | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|------|---|---|-----|------------------|-----------------|-------|----------------------------|------------------|
| | | | (A) | (D) | | | | | |

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.