STEINER PERRY WINTER

Form 4 June 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A STEINER P	Symbol	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) (M		3. Date of Earliest Transaction							
	AL RIVER, INC., TREET, SUITE 1:	9625 05/28/2	(Month/Day/Year) 05/28/2010				_X_ Director Officer (gives below)		Owner or (specify	
	(Street)	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
EDEN PRA	IRIE, MN 55344	Filed(Mo	nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow								lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	med 3. 4. §				5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	, , , , , , , , , , , , , , , , , , , ,			Securities Form: Direct Indirect				
(Instr. 3)		any (Month/Day/Year)	Code Disposed of (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				Beneficially Owned	(D) or Indirect (I)	Beneficial	
		(Monuni Day/ Tear)	(IIISU. 0)	(Instr. 3, 4 and 5)		Following	(Instr. 4)	Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(111011111)	(
Common Stock	05/28/2010		A	6,000 (1)	A	\$0	30,000	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr.	. 3 and 4)		Own
	Security									Follo	
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

STEINER PERRY WINTER
C/O DIGITAL RIVER, INC.
9625 W. 76TH STREET, SUITE 150
EDEN PRAIRIE, MN 55344

Signatures

/s/ Kevin L. Crudden, Attorney-in-Fact

06/02/2010

**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 are subject to forfeiture and shall vest with respect to 1/3 per year over a three year period.

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.

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