

DIGIMARC CORP
Form 4
July 30, 2008

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 *
ROTH JIM

(Last) (First) (Middle)
9405 SW GEMINI DRIVE
(Street)

BEAVERTON, OR 97008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIGIMARC CORP [DMRC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2008

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 | 07/28/2008 | | M | | 20,000 | A | \$ 9.85 38,400 |
| Common Stock | 07/28/2008 | | M | | 12,000 | A | \$ 4.69 50,400 |
| Common Stock | 07/28/2008 | | M | | 6,000 | A | \$ 7.17 56,400 |
| Common Stock | 07/28/2008 | | M | | 12,000 | A | \$ 11.52 68,400 |
| Common Stock | 07/28/2008 | | M | | 6,000 | A | \$ 11.08 74,400 |
| | 07/28/2008 | | M | | 6,000 | A | \$ 9.88 80,400 |

Common
Stock

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| Non-Qualified Stock Option (right to buy) | \$ 4.69 | 07/28/2008 | | M | | 12,000 | <u>(1)</u> | 05/12/2015 | Common Stock | 12,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7.17 | 07/28/2008 | | M | | 6,000 | <u>(1)</u> | 05/02/2016 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 9.85 | 07/28/2008 | | M | | 20,000 | <u>(2)</u> | 02/07/2013 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 9.88 | 07/28/2008 | | M | | 6,000 | <u>(1)</u> | 05/02/2017 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.08 | 07/28/2008 | | M | | 6,000 | <u>(1)</u> | 05/01/2012 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.52 | 07/28/2008 | | M | | 12,000 | <u>(1)</u> | 05/06/2014 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

ROTH JIM
9405 SW GEMINI DRIVE X
BEAVERTON, OR 97008

Signatures

By: Robert Chamness For:
Jim Roth

07/30/2008

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 options shall vest and become exercisable as to 1/12 of the shares on each monthly anniversary of the date of grant, such that the option will be fully exercisable one year after the date of grant.

(2) Option vests in four equal installments on each anniversary of grant date.

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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