

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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ISSUER

DIGITAL RIVER INC /DE

CIK: **1062530** | IRS No.: **411901640** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **5045** Computers & peripheral equipment & software

Mailing Address
*10380 BREN ROAD WEST
MINNETONKA MN 55343*

Business Address
*10380 BREN ROAD WEST
MINNETONKA MN 55343
9522531234*

REPORTING OWNER

DONNELLY THOMAS M

CIK: **1110792**
Type: **4** | Act: **34** | File No.: **000-24643** | Film No.: **13661781**

Mailing Address
*C/O NET PERCEPTIONS,
INC.
7901 FLYING CLOUD
MINNEAPOLIS MI 55344*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person DONNELLY THOMAS M			2. Issuer Name and Ticker or Trading Symbol DIGITAL RIVER INC /DE [DRIV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			
C/O DIGITAL RIVER, INC., 10380 BREN ROAD WEST						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
MINNETONKA, MN 55343-9072						
(City)	(State)	(Zip)				

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)			
Common Stock	02/28/2013		F		4,758	D \$14.25	219,859	D	
Common Stock	02/28/2013		A		43,750 ⁽¹⁾	A \$ 0	263,609	D	
Common Stock	02/28/2013		A		43,750 ⁽²⁾	A \$ 0	307,359	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. The shares are subject to forfeiture and will be forfeited unless certain performance goals are obtained in fiscal year 2013 or adjusted downward in proportion to the goals achieved. If the performance goals are obtained, the shares will vest 33.33% on the first anniversary of the date of grant and 33.33% thereafter on the second and third anniversaries of the date of grant.
2. The shares are subject to forfeiture and will be forfeited unless certain performance goals are obtained during the measurement period ending December 31, 2015.

Signatures

/s/ Kevin L. Crudden, Attorney-In-Fact for Thomas M. Donnelly

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.