

RIMAGE CORP
Form 4/A
May 13, 2008

FORM 4

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

OMB APPROVAL

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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 *
SUDEN DAVID J

(Last) (First) (Middle)

7725 WASHINGTON AVENUE
SOUTH

(Street)

MINNEAPOLIS, MN 55439

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RIMAGE CORP [RIMG]

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

03/11/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/11/2008 | | M | | 3,150 | A | \$ 21.77 |
| Common Stock | 03/11/2008 | | M | | 4,850 | A | \$ 18 |
| Common Stock | 03/11/2008 | | S | | 400 | D | \$ 22.21 |
| Common Stock | 03/11/2008 | | S | | 1,000 | D | \$ 22.5 |
| Common Stock | 03/11/2008 | | S | | 200 | D | \$ 22.53 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | 03/11/2008 | S | 500 | D | \$ 22.542 | 5,900 | D |
| Common Stock | 03/11/2008 | S | 500 | D | \$ 22.5501 | 5,400 | D |
| Common Stock | 03/11/2008 | S | 1,600 | D | \$ 22.6 | 3,800 | D |
| Common Stock | 03/11/2008 | S | 300 | D | \$ 22.62 | 3,500 | D |
| Common Stock | 03/11/2008 | S | 500 | D | \$ 22.68 | 3,000 | D |
| Common Stock | 03/11/2008 | S | 1,000 | D | \$ 22.7 | 2,000 | D |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Stock Option (Right to Buy) | \$ 21.77 | 03/11/2008 | | M | 3,150 | 05/15/2007 ⁽¹⁾ | 05/15/2016 | Common Stock | 3,150 |
| Stock Option (Right to Buy) | \$ 18 | 03/11/2008 | | M | 4,850 | 02/24/2006 ⁽²⁾ | 02/23/2015 | Common Stock | 4,850 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

SUDEN DAVID J
7725 WASHINGTON AVENUE SOUTH X
MINNEAPOLIS, MN 55439

Signatures

Getey M. Ritchott, Attorney-in-Fact for David J. 05/13/2008
Suden

__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) Option vests as to 3,150 shares on 5/15/07, 3,150 shares on 5/15/2008, 3,150 shares on 5/15/09 and 3,150 shares on 5/15/10.
- (2) Option vests as to 6,666 shares on 2/24/05, 6,667 shares on 2/23/06 and 6,667 shares on 2/23/07.

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.