

DIGITAL RIVER INC /DE  
Form 144  
May 06, 2005

OMB APPROVAL

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SEC USE ONLY

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WORK LOCATION

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

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES  
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER (Please type or print)      (b) IRS IDENT. NO.      (c) S.E.C. FILE NO.  
 Digital River, Inc.      41-1901640

1(d) ADDRESS OF ISSUER      STREET      CITY      STATE      ZIP CODE      (e) TELEPHONE NO.  
 AREA CODENUMBER 9625 West 76th  
 Street, Suite  
 150 Minneapolis MN 55344952253-1234

2(a) NAME OF PERSON FOR WHOSE      (b) IRS IDENT. NO.      (c) RELATIONSHIP TO ISSUER      (d) ADDRESS STREET CITY      STATE      ZIP CODE

ACCOUNT THE  
SECURITIES ARE  
TO BE SOLD

William Lansing                                  Director                                  6740 Shady Oak Road      Eden Prairie MN      55344

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

<b>3(a)</b> Title of the Class of Securities To Be Sold	<b>(b)</b> Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	<b>SEC USE ONLY</b>  <b>Broker-Dealer File Number</b>	<b>(c)</b> Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i>
Common Stock	HarrisDirect		10,000
<b>(d)</b> Aggregate Market Value <i>(See instr. 3(d))</i>	<b>(e)</b> Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i>	<b>(f)</b> Approximate Date of Sale <i>(See instr. 3(f))</i> <b>(MO. DAY YR.)</b>	<b>(g)</b> Name of Each Securities Exchange <i>(See instr. 3(g))</i>
		05/05/2005	

**INSTRUCTIONS:**

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of

person for  
whose  
account the  
securities are  
to be sold

(b)Such  
person's I.R.S.  
identification  
number, if  
such a person  
is an entity

(c)Such  
person's  
relationship  
to the issuer  
(e.g., officer,  
director, 10%  
stockholder,  
or member of  
immediate  
family of any  
of the  
foregoing)

(d)Such  
person's  
address,  
including zip  
code 3.

(a)Title of the  
class of  
securities to  
be sold

(b)Name and  
address of  
each broker  
through  
whom the  
securities are  
intended to be  
sold

(c)Number of  
shares or  
other units to  
be sold (if  
debt  
securities,  
give the  
aggregate  
face amount)

(d)Aggregate  
market value

of the securities to be sold as of a specified date within 10 days prior to the filing of this notice

(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold

(g) Name of each securities exchange, if any, on which the securities are intended to be sold

**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 control number.**

SEC 1147 (01-04)

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**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

<b>Title of the Class</b>	<b>Date you Acquired</b>	<b>Nature of Acquisition Transaction</b>	<b>Name of Person from Whom Acquired (If gift, also give date donor acquired)</b>	<b>Amount of Securities Acquired</b>	<b>Date of Payment</b>	<b>Nature of Payment</b>
Common Stock	8/11/01	Purchased on open market	broker transaction	10,000		cash

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

<b>Name and Address of Seller</b>	<b>Title of Securities Sold</b>	<b>Date of Sale</b>	<b>Amount of Securities Sold</b>	<b>Gross Proceeds</b>
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**REMARKS:****INSTRUCTIONS:**

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

05/05/2005

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DATE OF NOTICE

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.*

/s/ William Lansing

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(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (01-04)