

DIGIMARC CORP
Form 4
July 25, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH PETER W

(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)
07/23/2008

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 | 07/23/2008 | | M | | 12,000 | A | \$ 13.68 | 20,400 | D |
| Common Stock | 07/23/2008 | | M | | 6,000 | A | \$ 7.17 | 26,400 | D |
| Common Stock | 07/23/2008 | | M | | 3,000 | A | \$ 13.68 | 29,400 | D |
| Common Stock | 07/23/2008 | | M | | 12,000 | A | \$ 11.52 | 41,400 | D |
| Common Stock | 07/23/2008 | | M | | 12,000 | A | \$ 4.69 | 53,400 | D |
| | 07/23/2008 | | M | | 10,000 | A | \$ 14.02 | 63,400 | D |

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Common
Stock

| | | | | | | | |
|-----------------|------------|---|--------|---|-------------------------|--------|---|
| Common Stock | 07/23/2008 | M | 3,000 | A | \$ 13.68 | 66,400 | D |
| Common Stock | 07/23/2008 | M | 6,000 | A | \$ 11.08 | 72,400 | D |
| Common Stock | 07/23/2008 | M | 6,000 | A | \$ 9.88 | 78,400 | D |
| Common Stock | 07/23/2008 | S | 53,100 | D | \$ <u>(1)</u> 14.163 | 25,300 | D |

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

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 control number.

SEC 1474
(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 Ar Underlying Se (Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 4.69 | 07/23/2008 | | M | 12,000 | <u>(2)</u> 05/12/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.17 | 07/23/2008 | | M | 6,000 | <u>(2)</u> 05/02/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.88 | 07/23/2008 | | M | 6,000 | <u>(2)</u> 05/02/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.08 | 07/23/2008 | | M | 6,000 | 05/01/2009 ⁽³⁾ 05/01/2012 | Common Stock |
| Non-Qualified Stock Option | \$ 11.52 | 07/23/2008 | | M | 12,000 | <u>(2)</u> 05/06/2014 | Common Stock |

(right to buy)

| | | | | | | | |
|-------------------------------------------------|----------|------------|---|--------|------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 13.68 | 07/23/2008 | M | 12,000 | <u>(2)</u> | 05/09/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.68 | 07/23/2008 | M | 3,000 | <u>(2)</u> | 05/09/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13.68 | 07/23/2008 | M | 3,000 | <u>(2)</u> | 05/09/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.02 | 07/23/2008 | M | 10,000 | <u>(2)</u> | 04/21/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH PETER W 9405 SW GEMINI DRIVE BEAVERTON, OR 97008 | | X | | |

Signatures

By: Robert Chamness For: Peter Smith 07/25/2008

____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).

The price in Column 4 is a weighted average sale price. The prices actually received range from \$14.12 to \$14.20. The reporting person

- (1) will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (2) This option has fully vested.
- (3) The vesting was accelerated. It is now fully vested and exercisable

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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