

DIGIMARC CORP
Form 4
August 05, 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 *
DAVIS BRUCE 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)
08/01/2008

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)
Chairman & CEO

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 | Price | |
| Common Stock | 08/01/2008 | | M | | 250,000 | \$ 14.125 | A 503,989 D |
| Common Stock | 08/01/2008 | | M | | 305 | \$ 13 | A 504,294 D |
| Common Stock | 08/01/2008 | | M | | 109,695 | \$ 13 | A 613,989 D |
| Common Stock | 08/01/2008 | | F ⁽¹⁾ | | 351,418 | \$ 14.41 | D 262,571 D |
| Common Stock | 08/01/2008 | | U | | 262,571 | \$ 12.25 | D 0 D |

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Common Stock 08/01/2008 U 38,400 D \$ 12.25 0 I by Trust

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

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 13 | 08/01/2008 | | M | 305 | (2) (3) | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13 | 08/01/2008 | | M | 109,695 | (2) (3) | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 14.125 | 08/01/2008 | | M | 250,000 | (2) 12/21/2010(4) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIS BRUCE W 9405 SW GEMINI DRIVE BEAVERTON, OR 97008 | | | Chairman & CEO | |

Signatures

By: Robert Chamness For: Bruce Davis 08/05/2008

**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) Shares withheld by company for payment of exercise price and required tax collections
- (2) Option is exercisable in equal daily installments over 4 year period beginning on date of grant.
- (3) Option expires Jan 2014
- (4) Option expires Dec 21, 2010

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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