

DAVIS BRUCE W
Form 4
July 31, 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)
07/29/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | |
| Common Stock | 07/29/2008 | | M | | 44,007 | A \$ 8.67 204,181 | D |
| Common Stock | 07/29/2008 | | M | | 5,993 | A \$ 8.67 210,174 | D |
| Common Stock | 07/29/2008 | | M | | 13,210 | A \$ 8.79 223,384 | D |
| Common Stock | 07/29/2008 | | M | | 121,404 | A \$ 5.91 344,788 | D |
| Common Stock | 07/29/2008 | | M | | 41,306 | A \$ 5.91 386,094 | D |

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| | | | | | | | | |
|--------------|------------|------------------|---------|---|----------|---------|---|----------|
| Common Stock | 07/29/2008 | M | 86,790 | A | \$ 8.79 | 472,884 | D | |
| Common Stock | 07/29/2008 | M | 88,063 | A | \$ 8.29 | 560,947 | D | |
| Common Stock | 07/29/2008 | M | 17,290 | A | \$ 5.91 | 578,237 | D | |
| Common Stock | 07/29/2008 | M | 11,937 | A | \$ 8.29 | 590,174 | D | |
| Common Stock | 07/29/2008 | F ⁽¹⁾ | 336,185 | D | \$ 14.14 | 253,989 | D | |
| Common Stock | | | | | | 38,400 | I | by Trust |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Incentive Stock Option (right to buy) | \$ 5.91 | 07/29/2008 | | M | | 41,306 | <u>(2)</u> | 01/03/2016 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 5.91 | 07/29/2008 | | M | | 17,290 | <u>(2)</u> | 01/03/2016 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 8.29 | 07/29/2008 | | M | | 11,937 | <u>(3)</u> | 01/02/2018 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 8.67 | 07/29/2008 | | M | | 5,993 | <u>(2)</u> | 06/25/2012 | Common Stock |
| Incentive Stock Option | \$ 8.79 | 07/29/2008 | | M | | 13,210 | <u>(3)</u> | 01/02/2017 | Common Stock |

| | | | | | | | | | |
|---|---------|------------|---|---------|-----|------------|--------------|----|--|
| (right to buy) | | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 5.91 | 07/29/2008 | M | 121,404 | (2) | 01/03/2016 | Common Stock | 12 | |
| Non-Qualified Stock Option (right to buy) | \$ 8.29 | 07/29/2008 | M | 88,063 | (3) | 01/02/2018 | Common Stock | 88 | |
| Non-Qualified Stock Option (right to buy) | \$ 8.67 | 07/29/2008 | M | 44,007 | (2) | 06/25/2012 | Common Stock | 44 | |
| Non-Qualified Stock Option (right to buy) | \$ 8.79 | 07/29/2008 | M | 86,790 | (3) | 01/02/2017 | Common Stock | 86 | |

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
Date: 07/31/2008

__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) Shares are exercisable in monthly installments

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.