

DIGIMARC CORP
Form 4
July 31, 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 *
STAGER REED

(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
__X__ Officer (give title below) ____ Other (specify
below) below)

VP, Global Licensing

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	07/29/2008		M		40,500	A \$ 14.125	129,307	D	
Common Stock	07/29/2008		M		41	A \$ 13	129,348	D	
Common Stock	07/29/2008		M		14,959	A \$ 13	144,307	D	
Common Stock	07/29/2008		M		1,199	A \$ 8.67	145,506	D	
Common Stock	07/29/2008		M		12,965	A \$ 8.79	158,471	D	

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Common Stock	07/29/2008	M	12,594	A	\$ 5.91	171,065	D
Common Stock	07/29/2008	M	5,932	A	\$ 8.79	176,997	D
Common Stock	07/29/2008	F ⁽¹⁾	77,935	D	\$ 14.14	99,062	D

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

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 5.91	07/29/2008		M	12,594	⁽²⁾ 01/03/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 8.67	07/29/2008		M	1,199	⁽²⁾ 06/25/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 8.79	07/29/2008		M	5,932	⁽³⁾ 01/02/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 13	07/29/2008		M	41	01/02/2006 ⁽²⁾ ⁽⁴⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.79	07/29/2008		M	12,965	⁽³⁾ 01/02/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13	07/29/2008		M	14,959	12/31/2005 ⁽²⁾ ⁽⁵⁾	Common Stock
	\$ 14.125	07/29/2008		M	40,500	⁽²⁾ 12/21/2010	

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAGER REED 9405 SW GEMINI DRIVE BEAVERTON, OR 97008			VP, Global Licensing	

Signatures

By: Robert Chamness For: Reed
Stager 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
- (4) 12/31/05
- (5) 1/2/16

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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