

MCCONNELL MICHAEL
 Form 4
 August 01, 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 *
 MCCONNELL MICHAEL

(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)
 07/30/2008

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)
 Chief Financial Officer

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	(A) or (D)	Price		
Common Stock	07/30/2008		M		10,000	A	\$ 9.07	91,867	D
Common Stock	07/30/2008		M		48,631	A	\$ 5.91	140,498	D
Common Stock	07/30/2008		M		27,824	A	\$ 8.79	168,322	D
Common Stock	07/30/2008		M		24,157	A	\$ 8.29	192,479	D
Common Stock	07/30/2008		M		10,843	A	\$ 8.29	203,322	D

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Common Stock	07/30/2008	M	11,293	A	\$ 8.79	214,615	D
Common Stock	07/30/2008	M	883	A	\$ 8.79	215,498	D
Common Stock	07/30/2008	M	16,369	A	\$ 5.91	231,861	D
Common Stock	07/30/2008	<u>F(1)</u>	97,105	A	\$ 14.25	134,762	D

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 5.91	07/30/2008		M	48,631	<u>(2)</u> 01/05/2016	Common Stock	48,631
Incentive Stock Option (right to buy)	\$ 5.91	07/30/2008		M	16,369	<u>(2)</u> 01/05/2016	Common Stock	16,369
Incentive Stock Option (right to buy)	\$ 8.29	07/30/2008		M	10,843	<u>(3)</u> 01/02/2018	Common Stock	10,843
Non-Qualified Stock Option (right to buy)	\$ 8.29	07/30/2008		M	24,157	<u>(3)</u> 01/02/2018	Common Stock	24,157
Incentive Stock Option (right to buy)	\$ 8.79	07/30/2008		M	11,293	<u>(3)</u> 01/02/2017	Common Stock	11,293
Incentive Stock Option	\$ 8.79	07/30/2008		M	883	<u>(3)</u> 01/02/2017	Common Stock	883

