

MILLER WILLIAM J
Form 4
July 31, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER WILLIAM J

2. Issuer Name and Ticker or Trading Symbol
DIGIMARC CORP [DMRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9405 SW GEMINI DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

BEAVERTON, OR 97008

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 07/29/2008 | | M | | 20,000 | A | \$ 5.23 | 28,400 | D | |
| Common Stock | 07/29/2008 | | M | | 6,000 | A | \$ 7.17 | 34,400 | D | |
| Common Stock | 07/29/2008 | | M | | 6,000 | A | \$ 11.08 | 40,400 | D | |
| Common Stock | 07/29/2008 | | M | | 6,000 | A | \$ 11.08 | 46,400 | 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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 5.23 | 07/29/2008 | | M | 20,000 | <u>(1)</u> 06/06/2015 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7.17 | 07/29/2008 | | M | 6,000 | <u>(2)</u> 05/02/2016 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 9.88 | 07/29/2008 | | M | 6,000 | <u>(2)</u> 05/02/2017 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.08 | 07/29/2008 | | M | 6,000 | <u>(2)</u> 05/01/2012 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER WILLIAM J 9405 SW GEMINI DRIVE BEAVERTON, OR 97008 | | X | | |

Signatures

By: Robert Chamness For: Bill Miller 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).

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- (1) Option vests in four equal installments on each anniversary of grant date.
- (2) The options shall vest and become exercisable as to 1/12 of the shares on each monthly anniversary of the date of grant, such that the option will be fully exercisable one year after the date of grant.

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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