

Brownson John
Form 4
June 19, 2012

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 *
Brownson John

(Last) (First) (Middle)

C/O CINEDIGM DIGITAL
CINEMA CORP., 55 MADISON
AVENUE

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Cinedigm Digital Cinema Corp.
[CIDM]

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2012

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)
SVP Finance and Accounting

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. 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	
Class A Common Stock	06/11/2012		M		2,138	A \$ 0	104,043 D
Class A Common Stock	06/15/2012		M		680	A \$ 0	104,723 D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.16					10/18/2010	10/18/2017	Class A Common Stock	3,000
Stock Option (Right to Buy)	\$ 1.37					<u>(1)</u>	10/21/2019	Class A Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.49					<u>(2)</u>	08/17/2021	Class A Common Stock	75,000
Stock Option (Right to Buy)	\$ 3					<u>(2)</u>	08/17/2021	Class A Common Stock	25,000
Restricted Stock Units	<u>(3)</u>	06/11/2012		M	2,138	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,138
Restricted Stock Units	<u>(3)</u>	06/15/2012		M	680	06/15/2012	06/15/2012	Class A Common Stock	680

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brownson John C/O CINEDIGM DIGITAL CINEMA CORP.	SVP Finance and Accounting

55 MADISON AVENUE
MORRISTOWN, NJ 07960

Signatures

/s/ John B.

06/19/2012

Brownson

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) Of such options, 6,667 vested on October 29, 2011 and 3,333 will vest on October 29, 2012.
- (2) One-fourth of the options vest on August 17 of each 2012, 2013, 2014 and 2015.
- (3) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Common Stock; however, the Issuer has the discretion to settle in Common Stock or cash or a combination thereof.
- (4) One half of the RSUs vest on June 11 of each of 2012 and 2013.

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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