

Cinedigm Digital Cinema Corp.
 Form 4
 May 11, 2010

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 *
DAVIDOFF ROBERT

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**C/O CMNY CAPITAL LP, 137
 EAST 57TH STREET**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2010

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	05/09/2010		M	6,897	A	6	25,460	D
Class A Common Stock							338,496	I
							See footnote. (1)	

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

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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)			
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non-Employee Stock Option (Right to buy)	\$ 12.5					<u>(2)</u>	09/21/2010	Class A Common Stock	2,000	
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(3)</u>	02/14/2013	Class A Common Stock	2,000	
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(4)</u>	03/17/2014	Class A Common Stock	5,000	
Non-Employee Stock Option (Right to buy)	\$ 6.4						03/08/2006	06/09/2015	Class A Common Stock	10,000
Non-Employee Stock Option (Right to buy)	\$ 12.93						09/14/2006	03/31/2016	Class A Common Stock	10,000
Non-Employee Stock Option (Right to buy)	\$ 7.55					<u>(5)</u>	06/25/2017	Class A Common Stock	10,000	
Restricted Stock Units	<u>(6)</u>	05/09/2010		M	6,897	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	6,897	
Restricted Stock Units	<u>(6)</u>					<u>(8)</u>	<u>(8)</u>	Class A Common Stock	23,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DAVIDOFF ROBERT
C/O CMNY CAPITAL LP
137 EAST 57TH STREET
NEW YORK, NY 10022

X

Signatures

/s/ Gary S. Loffredo as
Attorney-in-Fact

05/11/2010

__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) Represents shares owned by CMNY Capital II, L.P. ("CMNY"). The Reporting Person is a Managing Director of Carl Marks & Co., Inc., the General Partner of CMNY.
- (2) The option vested in three equal annual installments commencing September 21, 2001.
- (3) The option vested in three equal annual installments commencing February 14, 2004.
- (4) Of such options, one-third vested on March 17, 2005 and the remaining vested on March 8, 2006.
- (5) The option vests in three equal annual installments commencing June 25, 2008.
- (6) Each restricted stock unit (an "RSU") represents a contingent right to receive one share of Class A Common Stock; however, the Issuer has the discretion to settle in Class A Common Stock or cash or a combination thereof.
- (7) The RSUs vest in three equal annual installments commencing May 9, 2009.
- (8) The RSUs vest in three equal annual installments commencing April 23, 2010.

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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