

Cinedigm Digital Cinema Corp.
 Form 4
 April 29, 2010

FORM 4

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

OMB APPROVAL

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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 *
CROTTY GERALD C

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 WEICHERT ENTERPRISES
 LLC, 1625 STATE ROUTE 10**

3. Date of Earliest Transaction
 (Month/Day/Year)
04/23/2010

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

(Street)

MORRIS PLAINS, NJ 07950

(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	04/23/2010		M	11,666	A	(4)	18,563	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)

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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
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(1)</u>	02/14/2013	Class A Common Stock	2
Non-Employee Stock Option (Right to buy)	\$ 5					<u>(2)</u>	03/17/2014	Class A Common Stock	5
Non-Employee Stock Option (Right to buy)	\$ 6.4					03/08/2006	06/09/2015	Class A Common Stock	10
Non-Employee Stock Option (Right to buy)	\$ 12.93					03/31/2006	03/31/2016	Class A Common Stock	10
Non-Employee Stock Option (Right to buy)	\$ 7.55					<u>(3)</u>	06/25/2017	Class A Common Stock	10
Restricted Stock Units	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	13
Restricted Stock Units	<u>(4)</u>	04/23/2010		M	11,666	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROTTY GERALD C C/O WEICHERT ENTERPRISES LLC 1625 STATE ROUTE 10 MORRIS PLAINS, NJ 07950	X			

Signatures

/s/ Gerald C. Crotty
04/28/2010

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) The option vested in three equal annual installments commencing February 14, 2004.
- (2) Of such options, one-third vested on March 17, 2005 and the remaining vested on March 8, 2006.
- (3) The option vests in three equal annual installments commencing June 25, 2008.
- (4) 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.
- (5) The RSUs vest in three equal annual installments commencing May 9, 2009.
- (6) 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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