

Digimarc CORP  
Form 3/A  
October 28, 2008

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement                                                                                                                                                                                | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |                                                                                                                                                                                                               |
| MCCONNELL MICHAEL                         |         | (Month/Day/Year)                                                                                                                                                                                                    | Digimarc CORP [DMRC]                               |                                                                                                                                                                                                               |
| (Last)                                    | (First) | (Middle)                                                                                                                                                                                                            | 10/16/2008                                         |                                                                                                                                                                                                               |
| 9405 SW GEMINI DRIVE                      |         | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                                    |                                                    | 5. If Amendment, Date Original Filed(Month/Day/Year)                                                                                                                                                          |
| (Street)                                  |         | (Check all applicable)                                                                                                                                                                                              |                                                    | 10/16/2008                                                                                                                                                                                                    |
| BEAVERTON, OR 97008                       |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Financial Officer |                                                    | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)                                                                                                                                                                                                               |                                                    |                                                                                                                                                                                                               |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4)            | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Series A Redeemable Nonvoting Preferred Stock | 2,500 <sup>(1)</sup>                                        | D                                                                       |                                                             |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|
|-----------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|

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|                     |                    |                                  |                                  |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Amount or<br>Number of<br>Shares | or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                           |       |
|------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                  | Director      | 10% Owner | Officer                   | Other |
| MCCONNELL MICHAEL<br>9405 SW GEMINI DRIVE<br>BEAVERTON, OR 97008 | Â             | Â         | Â Chief Financial Officer | Â     |

## Signatures

By: Robert Chamness For: Michael  
McConnell 10/28/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares were inadvertently omitted from the reporting person's original Form 3 filed on October 16, 2008

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.