

Cinedigm Digital Cinema Corp.

Form 4

November 17, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAYO A DALE

(Last) (First) (Middle)

C/O CINEDIGM DIGITAL
CINEMA CORP., 55 MADISON
AVENUE, SUITE 300

(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)
11/15/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class B Common Stock	11/15/2010		C		633,811	D	\$ 0 0
Class A Common Stock	11/15/2010		C		633,811	A	\$ 0 877,539
Class A Common Stock							97,500
						I	By spouse (1)

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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)

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)		8. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.89							09/14/2006	12/15/2010	Class A Common Stock	300,000
Stock Option (Right to Buy)	\$ 1.37							08/11/2009	03/31/2014	Class A Common Stock	40,000
Stock Option (Right to Buy)	\$ 1.37							06/22/2010	03/31/2014	Class A Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAYO A DALE
C/O CINEDIGM DIGITAL CINEMA CORP.
55 MADISON AVENUE, SUITE 300
MORRISTOWN, NJ 07960

X

Signatures

/s/ A. Dale
Mayo

11/17/2010

Date

Signature of
Reporting Person

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).
Includes 12,500 shares of Class A common stock held for the account of Reporting Person's grandchildren, the custodian of which
(1) accounts is Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all the shares of Class A common stock held
by the Reporting Person's spouse.

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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