

Digital Music Group, Inc.
 Form 3
 July 12, 2007

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 and Ticker or Trading Symbol |
| Â BALLARD Michalson B | | | (Month/Day/Year) | Digital Music Group, Inc. [DMGI] |
| (Last) | (First) | (Middle) | 07/10/2007 | |
| 2151 RIVER PLAZA DR., SUITE 200 | | | | 4. Relationship of Reporting Person(s) to Issuer |
| (Street) | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| SACRAMENTO,Â CAÂ 95833-3881 | | | | |
| (City) | (State) | (Zip) | | |

(Check all applicable)

| | | |
|---|------------------------------------|--|
| <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (give title below) (specify below) | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| Vice President-Operations | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common stock | 15 | D | Â |

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

SEC 1473 (7-02)

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

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

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|-----------------|--------|---------|-------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 06/02/2013 | Common stock | 8,000 | \$ 6.5 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 04/17/2014 | Common stock | 10,000 | \$ 4.99 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BALLARD Michalson B 2151 RIVER PLAZA DR., SUITE 200 SACRAMENTO, CA 95833-3881 | Â | Â | Â Vice President-Operations | Â |

Signatures

/s/ Barth Ballard 07/10/2007

**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).

The option vested and became exercisable as to 25% of the shares on June 2, 2007 and 1/48 of the shares on July 2, 2007, and will vest
(1) and become exercisable as to 1/48 of the shares each month following July 2, 2007 for 35 months, provided that the Reporting Person continues to serve as an employee through each such vest date.

(2) The option will vest and become exercisable as to 25% of the shares on April 17, 2008 and 1/48 of the shares each month following April 17, 2008 for 36 months, provided that the Reporting Person continues to serve as an employee through each such vest date.

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.