Brown Anders Form 4 February 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

02/07/2006

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person 2 Brown Anders			2. Issuer Name and Ticker or Trading Symbol Digital Music Group, Inc. [DMGI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 2131 5TH AVENUE WEST			3. Date of Earliest Transaction (Month/Day/Year) 08/26/2005					Director 10% Owner X Officer (give title Other (specify below)			
SEATTLE,	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(State)	(Zip)						Person			
1.Title of Security (Instr. 3)	, ,	. Transaction Date 2A. Deeme		3. Transactio Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	es Acquosed (and 5) (A) or	uired of (D)	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	
Common Stock	08/26/2005			Code V P	Amount 160	(D)	Price \$ 0.01	160	D		
Common Stock	09/08/2005			J <u>(1)</u>	199,840	A	\$ 0	200,000	D		

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

A

47,984

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247,984

<u>(2)</u>

 $D^{(3)}$

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber Expiration D		ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration Date	or Title Number			
						Exercisable					
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brown Anders

2131 5TH AVENUE WEST Chief Operating Officer

SEATTLE, WA 98119

Signatures

/s/ Clifford Haigler, attorney-in-fact 02/09/2006

**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) On September 8, 2005, Digital Music Group, Inc. effected a stock dividend, payable to all holders of Common Stock on September 8, 2005, of 1,249 shares of Common Stock for each share of Common Stock outstanding.
- Received in exchange for 658,425 shares of Digital Musicworks International, Inc. ("DMI") in connection with the merger (the "Merger") of DMI into Digital Music Group, Inc (the "Company"). On the effective date of the Merger, the Company completed its initial public offering with a price to public of \$9.75 per share of common stock.
- 5,100 of these shares are held by the Reporting Person as custodian for his minor children. The Reporting Person disclaims beneficial ownership of the shares held by his minor children, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Remarks:

Exhibit List:

Exhibit 24-Power of Attorney

Reporting Owners 2

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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.