

Stein Daniel C.
Form 4
August 02, 2010

FORM 4

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

OMB APPROVAL

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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 *
Stein Daniel C.

2. Issuer Name and Ticker or Trading Symbol
Orchard Enterprises, Inc. [ORCD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1091 BOSTON POST ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2010

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

RYE, NY 10580
(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 Indirect or Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/29/2010		J		100 ⁽¹⁾ <u>(2)</u>	A	⁽¹⁾ <u>(2)</u> <u>(3)</u>
					2,709,376 ⁽⁴⁾	I	Through Dimensional Associates, LLC ⁽⁴⁾
Common Stock					29,051 ⁽⁵⁾	D	

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

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amount may increase or decrease.

Mr. Stein is a director and executive of Dimensional, which directly holds the common stock and Series A Convertible Preferred Stock reported herein. Mr. Stein is deemed to be the beneficial owner of the common stock and Series A Convertible Preferred Stock held by Dimensional only to the extent of the greater of his direct or indirect interest in the profits or capital accounts of Dimensional. Pursuant to

- (4) Rule 16a-1(a)(4) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. Stein is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by Dimensional in excess of such amount.
- (5) Pursuant to the Merger Agreement, the shares held by Mr. Stein (as an affiliate of Dimensional) remain outstanding without change.

The options were disposed of pursuant to the Merger Agreement, whereby in connection with the Merger, each option to purchase the

- (6) Company's common stock was canceled and converted into the right to receive from the Company the difference, if positive, between the Merger Consideration and the exercise price of the option.

The Series A Convertible Preferred Stock is convertible into common stock at the option of the holder at any time at a rate of 3 1/3 shares

- (7) of common stock for each preferred share subject to adjustments for stock splits, combinations and distributions and has no expiration date.

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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