

Pifer Daniel Alan  
 Form 4  
 August 17, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Pifer Daniel Alan

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/13/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP Operations & Technology

C/O THE ORCHARD ENTERPRISES, INC., 23 EAST 4TH STREET, 3RD FLOOR

(Street)

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

NEW YORK, NY 10003

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 08/13/2009                           |  | F                              | 365 D \$ 1.9  | 15,873  | D  |                                   |
| Restricted Stock <sup>(2)</sup> |                                      |  |                                |   | 4,862   | D  |                                   |
| Restricted Stock <sup>(3)</sup> |                                      |  |                                |   | 9,723   | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| Pifer Daniel Alan<br>C/O THE ORCHARD ENTERPRISES, INC.<br>23 EAST 4TH STREET, 3RD FLOOR<br>NEW YORK, NY 10003 |               |           | EVP<br>Operations &<br>Technology |       |

## Signatures

/s/Daniel A. Pifer 08/17/2009

\*\*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 August 13, 2009, 972 shares of Common Stock vested in accordance with the Restricted Stock Award Agreement dated November 13, 2007. The reporting person elected to pay a tax liability arising upon vesting of the restricted stock by having the Company withhold shares that would otherwise been issued to him based on a value of \$1.90 per share, the closing price of the Common Stock on the vesting date.

(2) An award of 11,666 shares of restricted stock of the Company was granted to the reporting person on November 13, 2007 and was previously reported in Table II of the reporting person's Form 3 filed with the SEC on December 5, 2007. These shares of restricted stock vest as follows: (i) 1/3 vest on November 13, 2008, with quarterly vesting thereafter for a period of 24 months subject to acceleration or termination in certain circumstances. Accordingly, (i) 3, 888 shares of restricted stock vested on November 13, 2008 and (ii) 972 shares vested on each of February 13, 2009, May 13, 2009 and August 13, 2009 and subject to the shares netted on August 13, 2009 are included in the reporting person's ownership of Common Stock in Table I.

(3)

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An award of 16,667 shares of restricted stock of the Company was granted to the reporting person on February 28, 2008 and was previously reported in Table II of the reporting person's Form 4 filed with the SEC on February 29, 2008. These shares of restricted stock vest as follows: (i) 1/3 vest on February 28, 2009, with quarterly vesting thereafter for a period of 24 months subject to acceleration or termination in certain circumstances. Accordingly, (i) 5,555 shares of restricted stock vested on February 28, 2009 and (ii) 1,389 shares vested on May 28, 2009 are included in the reporting person's ownership of Common Stock in Table I.

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.