

HOROWITZ MARK
Form 4
May 07, 2008

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 *
HOROWITZ MARK

(Last) (First) (Middle)
4440 EL CAMINO REAL
(Street)

LOS ALTOS, CA 94022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RAMBUS INC [RMBS]

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2008

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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 987,737 ⁽¹⁾ | D | |
| Common Stock | | | | | 387,239 ⁽²⁾ | I | See Footnote ⁽³⁾ |
| Common Stock | 05/05/2008 | | S ⁽⁴⁾ | 100 D | \$ 23.64 387,139 | I | See Footnote ⁽³⁾ |
| Common Stock | 05/05/2008 | | S ⁽⁴⁾ | 100 D | \$ 23.6 387,039 | I | See Footnote ⁽³⁾ |

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| | | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|---------|---|-------------------------|
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 800 | D | \$ 23.59 | 386,239 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 400 | D | \$ 23.58 | 385,839 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 1,400 | D | \$ 23.57 | 384,439 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 1,600 | D | \$ 23.55 | 382,839 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 1,000 | D | \$ 23.54 | 381,839 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 200 | D | \$ 23.53 | 381,639 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 200 | D | \$ 23.52 | 381,439 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 200 | D | \$ 23.51 | 381,239 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 1,000 | D | \$ 23.5 | 380,239 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 200 | D | \$ 23.49 | 380,039 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 1,310 | D | \$ 23.48 | 378,729 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 1,590 | D | \$ 23.47 | 377,139 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 1,400 | D | \$ 23.46 | 375,739 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 1,800 | D | \$ 23.45 | 373,939 | I | See Footnote <u>(3)</u> |
| Common Stock | 05/05/2008 | <u>S⁽⁴⁾</u> | 900 | D | \$ 23.44 | 373,039 | I | See Footnote |

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| | | | | | | | | (3) |
|--------------|------------|------------------|-------|---|----------|---------|---|------------------|
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 800 | D | \$ 23.43 | 372,239 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 700 | D | \$ 23.42 | 371,539 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 1,000 | D | \$ 23.41 | 370,539 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 1,400 | D | \$ 23.4 | 369,139 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 2,200 | D | \$ 23.39 | 366,939 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 400 | D | \$ 23.37 | 366,539 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 300 | D | \$ 23.36 | 366,239 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 1,900 | D | \$ 23.35 | 364,339 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 900 | D | \$ 23.34 | 363,439 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 300 | D | \$ 23.33 | 363,139 | I | See Footnote (3) |
| Common Stock | 05/05/2008 | S ⁽⁴⁾ | 799 | D | \$ 23.32 | 362,340 | I | See Footnote (3) |

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 displays a currently valid OMB control number.

SEC 1474
(9-02)

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

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOROWITZ MARK 4440 EL CAMINO REAL LOS ALTOS, CA 94022 | | X | | |

Signatures

/s/ Michael Leshkiw, Power of Attorney
Date: 05/07/2008

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) Total shares directly held by the Reporting Person have been adjusted to reflect the re-registration of 387,239 shares from the Reporting Person to his living trust.
 - (2) Total shares indirectly held by the Reporting Person have been adjusted to reflect the re-registration of 387,239 shares from the Reporting Person to his living trust.
 - (3) Shares held directly by The Mark Horowitz & Jody Buckley Living Trust dated June 21, 2003.
 - (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 23, 2008.

Remarks:

This report is one of two reports, each on a separate Form 4, but relating to the same transaction being filed by the Reporting Person.

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.