

RAMBUS INC  
Form 4  
May 04, 2006

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
STARK LAURA

(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)  
05/03/2006

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)

Senior Vice-President

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2006		M		17,441	A	\$ 10.0156
Common Stock	05/03/2006		M		3,336	A	\$ 14.8281
Common Stock	05/03/2006		M		2,716	A	\$ 15.3125
Common Stock	05/03/2006		M		996	A	\$ 13.75
Common Stock	05/03/2006		M		2,676	A	\$ 13.75
							41,357
							44,693
							47,409
							48,405
							51,081

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Common Stock 9,335 I by Spouse

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

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SEC 1474 (9-02)

**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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option 01	\$ 10.0156	05/03/2006		M	17,441	12/12/2000 <sup>(1)</sup> 11/12/2007	Common Stock	17,441	
Employee Stock Option 02	\$ 14.8281	05/03/2006		M	3,336	01/01/2003 <sup>(1)</sup> 11/05/2008	Common Stock	3,336	
Employee Stock Option 03	\$ 15.3125	05/03/2006		M	2,716	01/31/2000 <sup>(1)</sup> 02/18/2009	Common Stock	2,716	
Employee Stock Option 04	\$ 13.75	05/03/2006		M	996	02/01/2003 <sup>(1)</sup> 04/26/2009	Common Stock	996	
Employee Stock Option 05	\$ 13.75	05/03/2006		M	2,676	01/01/2003 <sup>(1)</sup> 04/26/2009	Common Stock	2,676	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STARK LAURA 4440 EL CAMINO REAL LOS ALTOS, CA 94022	Senior Vice-President

## Signatures

By: RAQUEL PEASLEY For: LAURA S.  
STARK

05/04/2006

\_\_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) This option is fully vested.

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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