

EULAU ROBERT K  
Form 4  
January 04, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EULAU ROBERT K

(Last) (First) (Middle)

4440 EL CAMINO

(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)  
01/04/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/04/2005                              |                                                             | M                                    | 1,736 A                                                                 | \$ 4.86 17,696                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 01/04/2005                              |                                                             | S <sup>(1)</sup>                     | 1,736 D                                                                 | \$ 21.6559 15,960                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 01/04/2005                              |                                                             | M                                    | 1,334 A                                                                 | \$ 8.637 17,294                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       | 01/04/2005                              |                                                             | S <sup>(1)</sup>                     | 1,334 D                                                                 | \$ 21.6559 15,960                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 01/04/2005                              |                                                             | M                                    | 6,930 A                                                                 | \$ 9.07 22,890                                                                                                     | D                                                                       |                                                                   |

# Edgar Filing: EULAU ROBERT K - Form 4

Common Stock      01/04/2005      S<sup>(1)</sup>      6,930      D      \$ 21.6559      15,960      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 displays a currently valid OMB control number.**

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option 02                   | \$ 9.07                                                | 01/04/2005                           |                                                    | M                              | 6,930                                                                                   | 11/01/2001 <sup>(2)</sup> 06/21/2011                     | Common Stock                                                  | 6,930                      |
| Employee Stock Option 04                   | \$ 4.86                                                | 01/04/2005                           |                                                    | M                              | 1,736                                                                                   | 10/31/2001 <sup>(3)</sup> 08/23/2011                     | Common Stock                                                  | 1,736                      |
| Employee Stock Option 05                   | \$ 8.637                                               | 01/04/2005                           |                                                    | M                              | 1,334                                                                                   | 10/31/2002 <sup>(4)</sup> 11/21/2012                     | Common Stock                                                  | 1,334                      |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                             |
|---------------------------------------------------------|-------------------------------------------|
| EULAU ROBERT K<br>4440 EL CAMINO<br>LOS ALTOS, CA 94022 | Director    10% Owner    Officer    Other |
|                                                         | Chief Financial Officer                   |

## Signatures

Robert Eulau      01/04/2005

\_\_\_\_\_  
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) The sale reported on this Form 4 is effective pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 30, 2003.

(2) This option vests monthly and becomes fully vested on 5/01/2006.

(3) This option vests monthly and becomes fully vested on 9/30/2006.

(4) This option vests monthly and becomes fully vested on 9/30/2007.

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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