

RAMBUS INC
Form 4
May 04, 2006

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 *
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
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice-President

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 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	41,357	D
Common Stock	05/03/2006		M		3,336	A	\$ 14.8281	44,693	D
Common Stock	05/03/2006		M		2,716	A	\$ 15.3125	47,409	D
Common Stock	05/03/2006		M		996	A	\$ 13.75	48,405	D
Common Stock	05/03/2006		M		2,676	A	\$ 13.75	51,081	D

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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 Underlying Securities (Instr. 3 and 4)
				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 ⁽¹⁾ 11/12/2007	Common Stock 17,441
Employee Stock Option 02	\$ 14.8281	05/03/2006		M	3,336	01/01/2003 ⁽¹⁾ 11/05/2008	Common Stock 3,336
Employee Stock Option 03	\$ 15.3125	05/03/2006		M	2,716	01/31/2000 ⁽¹⁾ 02/18/2009	Common Stock 2,716
Employee Stock Option 04	\$ 13.75	05/03/2006		M	996	02/01/2003 ⁽¹⁾ 04/26/2009	Common Stock 996
Employee Stock Option 05	\$ 13.75	05/03/2006		M	2,676	01/01/2003 ⁽¹⁾ 04/26/2009	Common Stock 2,676

Reporting Owners

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