

Kim Jae
Form 3
March 04, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Kim Jae

(Last) (First) (Middle)

1050 ENTERPRISE WAY,
SUITE 700

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/21/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP & GC

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,134 ⁽¹⁾	D	^
Common Stock	10,000 ⁽²⁾ ⁽³⁾	D	^
Common Stock	2,000 ⁽²⁾ ⁽⁴⁾	D	^
Common Stock	3,000 ⁽²⁾ ⁽⁵⁾	D	^
Common Stock	5,000 ⁽²⁾ ⁽⁶⁾	D	^

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â (7)	08/02/2020	Common Stock	23,529	\$ 5.63	D	Â
Employee Stock Option (right to buy)	Â (7)	02/01/2021	Common Stock	10,714	\$ 5.63	D	Â
Employee Stock Option (right to buy)	Â (8)	02/01/2022	Common Stock	15,000	\$ 7.31	D	Â
Employee Stock Option (right to buy)	Â (9)	02/01/2023	Common Stock	15,000	\$ 5.46	D	Â
Employee Stock Option (right to buy)	Â (9)	02/01/2023	Common Stock	25,000	\$ 5.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kim Jae 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089	Â	Â	Â SVP & GC	Â

Signatures

/s/ Trisha Chan, by power of attorney
Date: 03/04/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Rambus Inc. common stock held directly by the Reporting Person.
 - (2) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Rambus Inc. common stock.
 - (3) The remaining restricted stock units vest in two equal annual installments beginning on August 2, 2013 or the first trading day after August 2, 2013.
 - (4) The remaining restricted stock units vest in two equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.
 - (5) The remaining restricted stock units vest in three equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.
 - (6) The restricted stock units vest in four equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.

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- (7) One third of the shares subject to the option vest on June 22, 2013 and the remaining shares vest in equal annual installments until fully vested on June 22, 2015.
- (8) One tenth of the shares subject to the option vested on August 1, 2012 and the remaining shares have vested and will continue to vest in equal monthly installments until fully vested on February 1, 2016.
- (9) One tenth of the shares subject to the option vest on August 1, 2013 and the remaining shares vest in equal monthly installments until fully vested on February 1, 2017.

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.