

HOROWITZ MARK
Form 4
February 03, 2011

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)

1050 ENTERPRISE WAY, SUITE 700

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2011

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2011		S ⁽¹⁾		20,000	D	\$ 20.8034 <u>(2)</u>	854,976	I	See Footnote <u>(3)</u>
Common Stock	02/01/2011		A		2,000 <u>(4)</u>	A	\$ 0	18,678	D	
Common Stock	02/01/2011		F		1,263	D	\$ 20.93	17,415	D	
Common Stock	02/01/2011		F		369	D	\$ 20.93	17,046	D	
Common Stock	02/02/2011		F		438	D	\$ 21.03	16,608	D	

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

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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 (right to buy)	\$ 20.93	02/01/2011		A	8,000 <u>(5)</u>	08/01/2011 02/01/2021	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOROWITZ MARK
1050 ENTERPRISE WAY, SUITE 700 X
SUNNYVALE, CA 94089

Signatures

/s/Michael Leshkiw, by power of attorney

02/03/2011

**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 7, 2010.

(2) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$20.64 and \$20.99 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

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- (3) Shares held directly by the Mark Horowitz & Jody Buckley Living Trust dated June 21, 2003 for which the Reporting Person serves as a trustee.
- (4) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Rambus Inc. common stock. The restricted stock units vest in four equal annual installments beginning on February 1, 2012.
- (5) One-tenth of the shares subject to the option vest on August 1, 2011 and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2016.

Remarks:

Transactions in Table 1, Code F reflect securities withheld to cover the tax liability of restricted stock units that vested on the 1

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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