

RAMBUS INC
Form 4
May 03, 2006

FORM 4

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

OMB APPROVAL

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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)
05/01/2006

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	05/01/2006		M		7,392	A	\$ 14.8281
Common Stock	05/01/2006		S		7,392	D	\$ 37.9419
Common Stock	05/01/2006		M		12,608	A	\$ 15.3125
Common Stock	05/01/2006		S		12,608	D	\$ 37.9419
Common Stock	05/02/2006		M		3,772	A	\$ 15.3125

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Common Stock	05/02/2006	S	3,772	D	\$ 38.6622	23,916	D	
Common Stock	05/02/2006	M	16,000	A	\$ 15.6719	39,916	D	
Common Stock	05/02/2006	S	16,000	D	\$ 38.6622	23,916	D	
Common Stock	05/02/2006	M	228	A	\$ 15.6719	24,144	D	
Common Stock	05/02/2006	S	228	D	\$ 38.6622	23,916	D	
Common Stock	05/03/2006	M	19,772	A	\$ 15.6719	43,688	D	
Common Stock	05/03/2006	S	19,772	D	\$ 36.5216	23,916	D	
Common Stock						9,335	I	by Spouse

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 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 07	\$ 14.8281	05/01/2006		M	7,392	02/01/2002 ⁽¹⁾	11/05/2008	Common Stock	7,392
Employee Stock Option 08	\$ 15.3125	05/01/2006		M	12,608	01/31/2000 ⁽¹⁾	02/18/2009	Common Stock	12,608
Employee Stock Option 08	\$ 15.3125	05/02/2006		M	3,772	01/31/2000 ⁽¹⁾	02/18/2009	Common Stock	3,772

