

DAVIDOW WILLIAM H

Form 5

February 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
DAVIDOW WILLIAM H

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20044. 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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/27/2004 | Â | J | 9,420 <u>(1)</u> | D | \$ 0 0 | | I | Chachagua Family Partnership |
| Common Stock | 02/27/2004 | Â | J | 9,420 <u>(1)</u> | A | \$ 0 76,400 | | D | Â |
| Common Stock | 03/02/2004 | Â | J | 50,580 <u>(2)</u> | D | \$ 0 0 | | I | Chachagua Family Partnership |
| Common | Â | Â | Â | Â | Â | Â | 120,000 | I | By Trust ⁽³⁾ |

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- (3) On February 27, 2004, William H. Davidow & Sonia Anne Davidow TTEES of the Davidow Family Trust DTD 7/25/91 gifted 240,000 shares of Rambus common stock to the Preservation Charitable Remainder Unitrust, of which Mr. Davidow is a trustee. As a result of this transfer, Mr. Davidow's aggregate holdings remained unchanged as the beneficial ownership of these shares remained attributable to Mr. Davidow pursuant to the rules and regulations of the Securities Exchange Act of 1934.

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