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DAVIDOW WILLIAM H Form 5 February 14, 2005 FOF

1 Coluary 14, 20	05						
FORM 5	5				OMB A	PPROVA	۹L
	UNITE	D STATE	S SECURITIES AND EXCHANGE	COMMISSION	OMB Number:	3235	-0362
Check this box no longer subje			Washington, D.C. 20549	Expires:	Janua	uary 31, 2005	
to Section 16. Form 4 or Forr 5 obligations may continue. See Instruction		NEFICIAL	Estimated average burden hours per response				
1(b). Form 3 Holdin Reported Form 4 Transactions Reported		7(a) of the	Section 16(a) of the Securities Exchan Public Utility Holding Company Act of of the Investment Company Act of 19	of 1935 or Section	l		
1. Name and Addr DAVIDOW W	•	-	2. Issuer Name and Ticker or Trading Symbol RAMBUS INC [RMBS]	5. Relationship of Issuer	Reporting Per	son(s) to	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	(Check	all applicable	e)	
			(Month/Day/Year) 12/31/2004	XDirector Officer (give t	itle Oth	6 Owner er (specify	
4440 EL CAM	NO REAL			below)	below)		

4440 EL CAMINO REAL

(Street)

LOS ALTOS, CAÂ 94022

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

6. Individual or Joint/Group Reporting

(check applicable line)

(City)	(State)	(Zip) 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. Securit (A) or Di (D) (Instr. 3, 4) Amount	sposed	l of	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)		
Common Stock	02/27/2004	Â	J	9,420 (1)	D	\$0	0	Ι	Chachagua Family Partnership		
Common Stock	02/27/2004	Â	J	9,420 (1)	А	\$0	76,400	D	Â		
Common Stock	03/02/2004	Â	J	50,580 (2)	D	\$ 0	0	I	Chachagua Family Partnership		
Common	Â	Â	Â	Â	Â	Â	120,000	Ι	By Trust (3)		

4. If Amendment, Date Original

Filed(Month/Day/Year)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.				•			ollection of in required to re	formation spond unless	SEC 2270 (9-02)	
Common Stock	Â	Â	Â	Â	Â	Â	664,572	Ι	By Family Trust (3)	
Stock										

the form displays a currently valid OMB control number.

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. O B O E I S G E I S (I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
DAVIDOW WILLIAM H 4440 EL CAMINO REAL LOS ALTOS, CA 94022	ÂX	Â	Â	Â			
Signatures							

Robert Eulau, 02/14/2005 Attorney-in-fact Date

**Signature of Reporting Person

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).

Shares distributed without consideration from the Chachagua Family Partnership, of which Mr. Davidow is a partner and whose shares (1) Mr. Davidow claims indirect beneficial ownership, to Mr. Davidow. As a result of this transfer, Mr. Davidow's aggregate holdings remained unchanged, however, the nature of his holdings of the 9,420 shares gifted was changed from indirect to direct.

The Chachagua Family Partnership distributed without consideration 50,580 shares of Rambus common stock to two of its partners other than Mr. Davidow. As a result of this transaction, Mr. Davidow's overall holdings decreased by the balance of shares distributed to the

(2)other partners, as the beneficial ownership of these shares was no longer attributable to Mr. Davidow pursuant to the rules and regulations of the Securities Exchange Act of 1934.

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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

(3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.