

MOORING DAVID G

Form 4

January 26, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORING DAVID G

(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)
01/24/2006

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)

EXECUTIVE BOARD MEMBER

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	01/24/2006		M		100,000	A	\$ 4.86 680,622
Common Stock	01/24/2006		S ⁽¹⁾		100,000	D	\$ 34.7341 580,622
Common Stock	01/25/2006		M		8,333	A	\$ 8.637 588,955
Common Stock	01/25/2006		S ⁽¹⁾		8,333	D	\$ 34.7804 580,622
Common Stock	01/25/2006		M		91,667	A	\$ 4.86 672,289

Edgar Filing: MOORING DAVID G - Form 4

Common Stock	01/25/2006	S ⁽¹⁾	91,667	D	\$ 34.7804	580,622	D
Common Stock	01/26/2006	M	100,000	A	\$ 8.637	680,622	D
Common Stock	01/26/2006	S ⁽¹⁾	100,000	D	\$ 34.7527	580,622	D

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.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option 05	\$ 4.86	01/24/2006		M	100,000	10/31/2001 ⁽²⁾ 08/23/2011	Common Stock 100
Employee Stock Option 05	\$ 4.86	01/25/2006		M	91,667	10/31/2001 ⁽²⁾ 08/23/2011	Common Stock 91
Employee Stock Option 07	\$ 8.637	01/25/2006		M	8,333	10/31/2002 ⁽³⁾ 11/21/2012	Common Stock 8,
Employee Stock Option 07	\$ 8.637	01/26/2006		M	100,000	10/31/2002 ⁽³⁾ 11/21/2012	Common Stock 100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORING DAVID G 4440 EL CAMINO REAL LOS ALTOS, CA 94022	X		EXECUTIVE BOARD MEMBER	

Signatures

By: Raquel Peasley For: David
Mooring

01/26/2006

__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 sale reported in this Form 4 is effective pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/22/2005.
- (2) This option vests monthly and becomes fully vested on 9/30/2006.
- (3) This option vests monthly and becomes fully vested on 9/30/2007.

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.