

DONNELLY KEVIN
Form 3
March 04, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ DONNELLY KEVIN

(Last) (First) (Middle)

1050 ENTERPRISE WAY,
SUITE 700

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/21/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP, GM MID

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 68,732 ⁽¹⁾ | D | ^ |
| Common Stock | 1,279 ⁽²⁾ ⁽³⁾ | D | ^ |
| Common Stock | 3,750 ⁽²⁾ ⁽⁴⁾ | D | ^ |
| Common Stock | 3,750 ⁽²⁾ ⁽⁵⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 11/25/2013 | Common Stock | 85,000 | \$ 33.9 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 11/25/2013 | Common Stock | 65,000 | \$ 33.9 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 11/25/2013 | Common Stock | 50,000 | \$ 33.9 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 12/03/2014 | Common Stock | 75,000 | \$ 24.04 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 01/06/2016 | Common Stock | 70,000 | \$ 22.94 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 02/01/2017 | Common Stock | 60,000 | \$ 18.69 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 02/01/2018 | Common Stock | 30,000 | \$ 19.86 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 02/02/2019 | Common Stock | 26,544 | \$ 8.55 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(8)</u> | 02/01/2020 | Common Stock | 23,000 | \$ 22.72 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(9)</u> | 02/01/2021 | Common Stock | 30,000 | \$ 20.93 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(10)</u> | 02/01/2022 | Common Stock | 40,000 | \$ 7.31 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(11)</u> | 08/01/2022 | Common Stock | 45,000 | \$ 4.13 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(12)</u> | 08/01/2022 | Common Stock | 45,000 | \$ 4.13 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(13)</u> | 02/01/2023 | Common Stock | 60,000 | \$ 5.46 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| DONNELLY KEVIN 1050 ENTERPRISE WAY, SUITE 700 | Â | Â | Â SVP, GM MID | Â |

SUNNYVALE, CA 94089

Signatures

/s/ Trisha Chan, by power of
attorney

03/04/2013

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Rambus Inc. common stock held directly by the Reporting Person.
- (2) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Rambus Inc. common stock.
- (3) The remaining restricted stock units vest in full on February 1, 2014 or the first trading day after February 1, 2014.
- (4) The remaining restricted stock units vest in two equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.
- (5) The remaining restricted stock units vest in three equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.
- (6) Shares subject to the option are fully vested.
- (7) One tenth of the shares subject to the option vested on August 2, 2009 and the remaining shares vested and continue to vest in equal monthly installments until they are fully vested on February 2, 2014.
- (8) One tenth of the shares subject to the option vested on August 1, 2010 and the remaining shares vested and continue to vest in equal monthly installments until they are fully vested on February 1, 2015.
- (9) One tenth of the shares subject to the option vested on August 1, 2011 and the remaining shares vested and continue to vest in equal monthly installments until they are fully vested on February 1, 2016.
- (10) One tenth of the shares subject to the option vested on August 1, 2012 and the remaining shares vested and continue to vest in equal monthly installments until they are fully vested on February 1, 2016.
Shares subject to the option fully vest on August 1, 2015 if Rambus common stock has previously attained a closing price on NASDAQ of \$15.00 or more over any sixty (60) consecutive trading day period. If such performance milestone is not achieved prior to August 1, 2017, the option will terminate.
- (11) Shares subject to the option fully vest on August 1, 2015 if Rambus common stock has previously attained a closing price on NASDAQ over any sixty (60) consecutive trading day period as follows: 20% will vest with a closing price of \$16.00; 20% will vest with a closing price of \$17.00; 20% will vest with a closing price of \$18.00; 20% will vest with a closing price of \$19.00; and 20% will vest with a closing price of \$20.00. If the option has not vested, or has only partially vested by August 1, 2015, the option will vest if and to the extent the related performance milestones are achieved prior to August 1, 2017, and if the related performance milestones are not achieved prior to August 1, 2017, the unvested portion of the option will terminate.
- (12) One tenth of the shares subject to the option vest on August 1, 2013 and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2017.
- (13)

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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