

HOROWITZ MARK
Form 4
May 07, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOROWITZ MARK

(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)
05/05/2008

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					987,737 ⁽¹⁾	D	
Common Stock					387,239 ⁽²⁾	I	See Footnote ⁽³⁾
Common Stock	05/05/2008		S ⁽⁴⁾	100 D	\$ 23.64 387,139	I	See Footnote ⁽³⁾
Common Stock	05/05/2008		S ⁽⁴⁾	100 D	\$ 23.6 387,039	I	See Footnote ⁽³⁾

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Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	800	D	\$ 23.59	386,239	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	400	D	\$ 23.58	385,839	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	1,400	D	\$ 23.57	384,439	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	1,600	D	\$ 23.55	382,839	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	1,000	D	\$ 23.54	381,839	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	200	D	\$ 23.53	381,639	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	200	D	\$ 23.52	381,439	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	200	D	\$ 23.51	381,239	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	1,000	D	\$ 23.5	380,239	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	200	D	\$ 23.49	380,039	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	1,310	D	\$ 23.48	378,729	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	1,590	D	\$ 23.47	377,139	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	1,400	D	\$ 23.46	375,739	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	1,800	D	\$ 23.45	373,939	I	See Footnote <u>(3)</u>
Common Stock	05/05/2008	<u>S⁽⁴⁾</u>	900	D	\$ 23.44	373,039	I	See Footnote

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								(3)
Common Stock	05/05/2008	S ⁽⁴⁾	800	D	\$ 23.43	372,239	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	700	D	\$ 23.42	371,539	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	1,000	D	\$ 23.41	370,539	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	1,400	D	\$ 23.4	369,139	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	2,200	D	\$ 23.39	366,939	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	400	D	\$ 23.37	366,539	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	300	D	\$ 23.36	366,239	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	1,900	D	\$ 23.35	364,339	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	900	D	\$ 23.34	363,439	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	300	D	\$ 23.33	363,139	I	See Footnote (3)
Common Stock	05/05/2008	S ⁽⁴⁾	799	D	\$ 23.32	362,340	I	See Footnote (3)

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

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOROWITZ MARK 4440 EL CAMINO REAL LOS ALTOS, CA 94022		X		

Signatures

/s/ Michael Leshkiw, Power of Attorney
05/07/2008

**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) Total shares directly held by the Reporting Person have been adjusted to reflect the re-registration of 387,239 shares from the Reporting Person to his living trust.
- (2) Total shares indirectly held by the Reporting Person have been adjusted to reflect the re-registration of 387,239 shares from the Reporting Person to his living trust.
- (3) Shares held directly by The Mark Horowitz & Jody Buckley Living Trust dated June 21, 2003.
- (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 23, 2008.

Remarks:

This report is one of two reports, each on a separate Form 4, but relating to the same transaction being filed by the Reporting Person.

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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