

HOROWITZ MARK
Form 4
February 03, 2010

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4440 EL CAMINO REAL
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

LOS ALTOS, CA 94022
(City) (State) (Zip)

4. 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 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 or Price		
Common Stock	02/01/2010		A		3,500 (1)	A	\$ 0 1,006,202 D
Common Stock	02/01/2010		F		1,320	D	\$ 22.72 1,004,882 D
Common Stock	02/02/2010		F		467	D	\$ 22.78 1,004,415 D
Common Stock	02/01/2010		S(2)		20,000	D	\$ 22.3567 67,239 I
					(3)		Jointly with spouse (4)

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

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(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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.72	02/01/2010		A	10,000	08/01/2010 ⁽⁵⁾ 02/01/2020	Common Stock	10,000

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, by power of attorney

02/03/2010

**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).

Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Rambus

(1) Inc. common stock. The restricted stock units vest in four equal annual installments beginning on February 1, 2011 or the first trading day after February 1, 2011.

(2) The sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 5, 2009.

The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$22.06 and

(3) \$22.61 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

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- (4) Shares held directly by the Mark Horowitz & Jody Buckley Living Trust dated June 21, 2003 for which the Reporting Person serves as a trustee.
- (5) One-tenth of the shares subject to the option vest on August 1, 2010 and one fifty-fourth of the shares shall vest monthly thereafter.

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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