

RAMBUS INC

Form 4

September 07, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STARK LAURA

(Last) (First) (Middle)

1050 ENTERPRISE WAY, SUITE
700

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RAMBUS INC [RMBS]

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

09/06/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, GM ESD

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	09/06/2016		M	884 A	\$ 8.55 169,876	D	
Common Stock	09/06/2016		M	1,333 A	\$ 7.31 171,209	D	
Common Stock	09/06/2016		M	1,238 A	\$ 5.46 172,447	D	
Common Stock	09/06/2016		M	555 A	\$ 8.76 173,002	D	
Common Stock	09/06/2016		S ⁽¹⁾	4,010 D	\$ 14.346 168,992	D	

(2)

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 8.55	09/06/2016		M	884	<u>(3)</u> 02/02/2019	Common Stock	884
Employee Stock Option (right to buy)	\$ 7.31	09/06/2016		M	1,333	<u>(4)</u> 02/01/2022	Common Stock	1,333
Employee Stock Option (right to buy)	\$ 5.46	09/06/2016		M	1,238	<u>(5)</u> 02/01/2023	Common Stock	1,238
Employee Stock Option (right to buy)	\$ 8.76	09/06/2016		M	555	<u>(6)</u> 02/03/2024	Common Stock	555

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SVP, GM ESD

STARK LAURA
1050 ENTERPRISE WAY, SUITE 700
SUNNYVALE, CA 94089

Signatures

/s/ William Krause, by power of
attorney

09/07/2016

__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 sales reported on this Form 4 are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 5, 2016.
The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$14.29 to \$14.41. 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.
- (2) Ten percent of the shares subject to the option vested on August 2, 2009 and the remaining shares vested monthly thereafter until fully vested on February 2, 2014.
- (3) Ten percent of the shares subject to the option vested on August 1, 2012 and the remaining shares vested monthly thereafter until fully vested on February 1, 2016.
- (4) Ten percent of the shares subject to the option vested on August 1, 2013 and the remaining shares vested monthly thereafter until fully vested on February 1, 2017.
- (5) Ten percent of the shares subject to the option vested on August 3, 2014 and the remaining shares vested monthly thereafter until fully vested on February 3, 2018.
- (6)

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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