ROBERTS JANICE M

Form 4

October 25, 2010

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

DODEDTC LANICE M			2. Issuer Name and Ticker or Trading ymbol				5. Relationship of Reporting Person(s) to Issuer			
		REAL	NETWOR:	KS INC	[RNV	VK]	(Cho	eck all applicable	e)	
(Last)	(First) (M	fiddle) 3. Date of	f Earliest Tr	ansaction						
		(Month/I	Day/Year)				_X_ Director		6 Owner	
C/O 2601 ELLIOTT 10			10/21/2010				Officer (give below)	ve title Oth below)	er (specify	
AVENUE, #	ŧ1000						below)	below)		
(Street) 4. If Amer			ndment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mont				onth/Day/Year)				Applicable Line)		
							X Form filed by One Reporting Person Form filed by More than One Reporting			
SEATTLE,						Person				
(City)	(State)	(Zip) Tah	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of			
Security	(Month/Day/Year)	Execution Date, if				nr.	Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(Mondif Buyi Tear)	any	e, if TransactionAcquired (A) or Code Disposed of (D)			Beneficially	(D) or	Beneficial		
,		(Month/Day/Year)	(Instr. 8)	* '		Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(1115ti . 3 and 4)			
Common Stock (1)	10/21/2010		M	1,233	A	\$0	1,233	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 or 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 Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
Stock Option (Right to Buy) (2)	\$ 3.04	10/21/2010		A	2,083		10/21/2010(3)	10/21/2017	Common Stock	2
Restricted Stock Unit Award (4)	\$ 0 (5)	10/21/2010		A	1,233		10/21/2010(6)	10/21/2017	Common Stock	-
Restricted Stock Unit Award (4)	\$ 0 (5)	10/21/2010		M	1	1,233	10/21/2010(6)	10/21/2017	Common Stock	-
Stock Option (Right to Buy)	\$ 3.04	10/21/2010		A	25,000		11/21/2010 <u>(7)</u>	10/21/2017	Common Stock	2
Restricted Stock Unit Award	\$ 0 (5)	10/21/2010		A	14,802		10/21/2011(8)	10/21/2017	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships					
roporous o mar ramo, raus oss	Director	10% Owner	Officer	Other		
ROBERTS JANICE M C/O 2601 ELLIOTT AVENUE #1000 SEATTLE, WA 98121	X					

Signatures

/s/ Janice
Roberts

10/25/2010

**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).

(1)

Reporting Owners 2

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Vested restricted stock units were distributed to the reporting individual, without payment, in shares of Common Stock on a unit-for-share basis

- (2) The options were awarded as compensation for Board service commencing prior to the 2010 annual meeting of shareholders.
- (3) The options are fully vested on the grant date.
- (4) The restricted stock units were awarded as compensation for Board service commencing prior to the 2010 annual meeting of shareholders.
- (5) Converts into Common Stock on a one-for-one basis on the share distribution date.
- (6) The restricted stock units were fully vested and settled on the grant date.
- The options will vest and become exercisable in 12 substantially equal monthly installments until the options become fully vested and (7) exercisable on the first anniversary of the grant date, provided that the reporting individual continues to serve as a director of RealNetworks through such date.
- The restricted stock units will vest in 12 substantially equal monthly installments until the restricted stock units become fully vested on the first anniversary of the grant date, provided that the reporting individual continues to serve as a director of RealNetworks through such date. The share distribution date applicable to the restricted stock units is the sooner to occur of (1) the first anniversary of the grant date, or (2) the date of separation from the Board.

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.