

RAMBUS INC
Form 4
February 03, 2016

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 *
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)
02/01/2016

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)
SVP, GM ESD

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 (A) or (D) Price			
Common Stock	02/01/2016		F	548 D \$ 12.31	135,860	D	
Common Stock	02/01/2016		A	24,364 (1) A \$ 0	160,224	D	
Common Stock	02/02/2016		F	1,752 D \$ 11.91	158,472	D	
Common Stock	02/02/2016		A	17,000 (2) A \$ 0	175,472	D	

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)
Employee stock option (right to buy)	\$ 12.31	02/01/2016		A	26,800	08/01/2016 ⁽³⁾ 02/01/2026	Common Stock 26,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARK LAURA 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089			SVP, GM ESD	

Signatures

/s/William Krause, by power of attorney
02/03/2016
**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) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of RMBS common stock. The restricted stock units vest in four equal annual installments beginning on February 1, 2017 or the first business trading day thereafter.
- (2) Shares are represented by performance stock units. Each performance stock unit represents a contingent right to receive one share of RMBS common stock. The performance stock units vest in full on February 2, 2018 based upon assessed achievement of the Company's targeted pro forma operating margin for Fiscal Year 2015 and continued service to the Company through the vest date.
- (3)

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One tenth of the shares subject to the option vest on August 1, 2016 and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2020.

Remarks:

Transactions reported in Table 1, Code F reflect securities withheld to cover the tax liability for restricted stock units that vest

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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