DAVIDOW WILLIAM H
Form 5
February 14, 2005

FORM 5

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

ANNUAL 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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
DAVIDOW WILLIAM H

(Last) (First) (Middle)

4440 EL CAMINO REAL

(Street)

LOS ALTOS,Â CAÂ 94022

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	02/27/2004	Â	J	9,420 (1)	D	$ 0	0	I	Chachagua Family Partnership
Common Stock	02/27/2004	Â	J	9,420 (1)	A	$ 0	76,400	D	Â
Common Stock	03/02/2004	Â	J	50,580 (2)	D	$ 0	0	I	Chachagua Family Partnership
Common	Â	Â	Â	Â	Â	Â	120,000	I	By Trust (3)

Stock									
Common Stock	Â	Â	Â	Â	Â	Â	664,572	I	By Family Trust (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)

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. of D Se Be O Ex Is Fi (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDOW WILLIAM H 4440 EL CAMINO REAL LOS ALTOS,Â CAÂ 94022	Â X	Â	Â	Â

Signatures

Robert Eulau, Attorney-in-fact	02/14/2005
**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 distributed without consideration from the Chachagua Family Partnership, of which Mr. Davidow is a partner and whose shares Mr. Davidow claims indirect beneficial ownership, to Mr. Davidow. As a result of this transfer, Mr. Davidow's aggregate holdings remained unchanged, however, the nature of his holdings of the 9,420 shares gifted was changed from indirect to direct.

(2) The Chachagua Family Partnership distributed without consideration 50,580 shares of Rambus common stock to two of its partners other than Mr. Davidow. As a result of this transaction, Mr. Davidow's overall holdings decreased by the balance of shares distributed to the other partners, as the beneficial ownership of these shares was no longer attributable to Mr. Davidow pursuant to the rules and regulations of the Securities Exchange Act of 1934.

(3) On February 27, 2004, William H. Davidow & Sonia Anne Davidow TTEES of the Davidow Family Trust DTD 7/25/91 gifted 240,000 shares of Rambus common stock to the Preservation Charitable Remainder Unitrust, of which Mr. Davidow is a trustee. As a result of this transfer, Mr. Davidow's aggregate holdings remained unchanged as the beneficial ownership of these shares remained attributable to Mr. Davidow pursuant to the rules and regulations of the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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