

RAMBUS INC
Form 4/A
December 13, 2006

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 *
PATEL SAMIR

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2006

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

Sr. Vice President, Engineering

4440 EL CAMINO REAL

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
12/13/2006

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LOS ALTOS, CA 94022

(City) (State) (Zip)

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 Price (D)					
Common Stock	04/26/2006		M		20,000	A	\$ 15.6719	106,513 ⁽¹⁾ <u>(2)</u>	D	
Common Stock	04/26/2006		S		20,000	D	\$ 39.2776	86,513	D	
Common Stock	04/27/2006		M		20,000	A	\$ 15.6719	106,513	D	
Common Stock	04/27/2006		S		20,000	D	\$ 40.5001	86,513	D	
Common Stock	04/28/2006		P		1,493	A	\$ 10.88	88,006	D	

Common Stock 4,000 I By Sons

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option 16	\$ 15.6719	04/26/2006		M	20,000	01/31/2003 ⁽³⁾ 10/20/2009	Common Stock	20,000
Employee Stock Option 16	\$ 15.6719	04/27/2006		M	20,000	01/31/2003 ⁽³⁾ 10/20/2009	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATEL SAMIR 4440 EL CAMINO REAL LOS ALTOS, CA 94022			Sr. Vice President, Engineering	

Signatures

/s/ Raquel Peasley, by Power of Attorney 12/13/2006

**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)

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In accordance to the Form 3A filed 3/3/06. Subsequently updates the number of securities beneficially owned by including 6,108 shares on all Form 4's filed from 4/26/2006 to date.

- (2) Amount of shares beneficial owned includes 1,493 shares acquired 4/28/06 through Rambus, Inc. Employee Stock Purchase Plan
- (3) This option vests monthly and becomes fully vested on 12/31/2004.

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.