HERSCHER PENNY

Form 4

October 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * HERSCHER PENNY

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Month/Day/Year) Execution Date, if

RAMBUS INC [RMBS]

(Check all applicable)

4440 EL CAMINO REAL

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

X_ Director 10% Owner Other (specify Officer (give title

10/01/2007

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

4. If Amendment, Date Original

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

below)

LOS ALTOS, CA 94022

(State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities TransactionAcquired (A) or

5. Amount of Securities Beneficially

Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following Reported (A)

or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (D) Date Exercisable Expiration (A) Date

Title

Amount

of Share

Number

Director

Stock \$ 19.63 10/01/2007 20,000 04/01/2008(1) 10/01/2017 Common 20,000 A

Option

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HERSCHER PENNY 4440 EL CAMINO REAL X LOS ALTOS, CA 94022

Signatures

/s/ Raquel Peasley, by Power of 10/03/2007 Attorney

> **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).
- 12.5% of shares vest after six months based on the grant date; remaining shares vest at the rate of 1/48 each month thereafter so that one hundred percent (100%) of the shares will be vested four years from grant date.

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.

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