RAMBUS INC Form 4 April 28, 2006

FORM 4

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

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STARK LAURA Issuer Symbol RAMBUS INC [RMBS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 4440 EL CAMINO REAL 04/26/2006 below) Senior Vice-President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

LOS ALTOS, CA 94022

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivative | Secui | rities Acquir | ed, Disposed of, | or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|---|------------|-----------|---------------|---|----------------|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | | 5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 04/26/2006 | | M | 5,000 | A | \$ 13.75 | 27,170 | D | |
| Common Stock | 04/26/2006 | | S | 5,000 | D | \$ 39.8542 | 22,170 | D | |
| Common Stock | 04/26/2006 | | M | 5,000 | A | \$ 8.637 | 27,170 | D | |
| Common Stock | 04/26/2006 | | S | 5,000 | D | \$ 39.8542 | 22,170 | D | |
| Common Stock | 04/26/2006 | | M | 10,000 | A | \$ 4.86 | 32,170 | D | |

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| Common Stock | 04/26/2006 | S | 10,000 | D | \$ 39.8542 | 22,170 | D | |
|-----------------|------------|---|--------|---|---------------|------------|---|--------------|
| Common Stock | 04/27/2006 | M | 10,728 | A | \$ 13.75 | 32,898 | D | |
| Common Stock | 04/27/2006 | S | 10,728 | D | \$ 38.7051 | 22,170 | D | |
| Common Stock | 04/27/2006 | M | 9,272 | A | \$ 14.8281 | 31,442 | D | |
| Common Stock | 04/27/2006 | S | 9,272 | D | \$ 38.7051 | 22,170 | D | |
| Common Stock | 04/28/2006 | M | 20,000 | A | \$ 14.8281 | 42,170 | D | |
| Common Stock | 04/28/2006 | S | 20,000 | D | \$ 39.7957 | 22,170 | D | |
| Common Stock | 04/28/2006 | P | 1,746 | A | \$ 10.88 | 23,916 (1) | D | |
| Common Stock | | | | | | 9,335 | I | by Spouse |

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

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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

| 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 orDerivative 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 Underlying Securitic (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|---|--------|--|--------------------|---|------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Option 07 | \$ 14.8281 | 04/27/2006 | | M | | 9,272 | 02/01/2002(2) | 11/05/2008 | Common Stock | 9,27 |
| Employee Stock Option 07 | \$ 14.8281 | 04/28/2006 | | M | | 20,000 | 02/01/2002(2) | 11/05/2008 | Common Stock | 20,0 |

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| Employee Stock Option 09 | \$ 13.75 | 04/26/2006 | M | 5,000 | 02/01/2000(2) | 04/26/2009 | Common Stock | 5,00 |
|--------------------------------|----------|------------|---|--------|---------------|------------|-----------------|------|
| Employee Stock Option 09 | \$ 13.75 | 04/27/2006 | M | 10,728 | 02/01/2000(2) | 04/26/2009 | Common Stock | 10,7 |
| Employee Stock Option 12 | \$ 4.86 | 04/26/2006 | M | 10,000 | 10/31/2001(3) | 08/23/2011 | Common Stock | 10,0 |
| Employee Stock Option 13 | \$ 8.637 | 04/26/2006 | M | 5,000 | 10/31/2002(4) | 11/21/2012 | Common Stock | 5,00 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STARK LAURA

4440 EL CAMINO REAL Senior Vice-President

LOS ALTOS, CA 94022

Signatures

By: RAQUEL PEASLEY For: LAURA S. STARK 04/28/2006

**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) Amount of shares beneficiall owned includes 1,746 shares acquired 4/28/06 through the Rambus Inc. Employee Stock Purchaes Plan
- (2) This option is fully vested.
- (3) This option vests monthly and becomes fully vested on 9/30/2006.
- (4) This option vests monthly and becomes fully vested on 9/30/2007.

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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