

RAMBUS INC
Form 4
March 02, 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 *
MOORING DAVID G

(Last) (First) (Middle)
4440 EL CAMINO REAL
(Street)
LOS ALTOS, CA 94022
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2006

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)

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		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	02/27/2006		M		100,000	A	\$ 15.6719	750,622	D
Common Stock	02/27/2006		S ⁽¹⁾		100,000	D	\$ 31.5662	650,622	D
Common Stock	02/27/2006		M		20,000	A	\$ 15.6719	670,622	D
Common Stock	02/28/2006		M		100,000	A	\$ 15.6719	770,622	D
Common Stock	02/28/2006		S ⁽¹⁾		100,000	D	\$ 30.5571	670,622	D
	02/28/2006		M		20,000	A		690,622	D

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Common Stock					\$ 15.6719		
Common Stock	03/01/2006	M	70,001	A	\$ 15.6719	760,623	D
Common Stock	03/01/2006	S ⁽¹⁾	70,001	D	\$ 31.4938	690,622	D
Common Stock	03/01/2006	M	16,666	A	\$ 4.86	707,288	D
Common Stock	03/01/2006	S ⁽¹⁾	16,666	D	\$ 31.4938	690,622	D
Common Stock	03/01/2006	M	13,333	A	\$ 8.637	703,955	D
Common Stock	03/01/2006	S ⁽¹⁾	13,333	D	\$ 31.4938	690,622	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option 03	\$ 15.6719	02/27/2006		M	100,000	01/31/2003 ⁽²⁾	10/20/2009	Common Stock	100,000
Employee Stock Option 03	\$ 15.6719	02/27/2006		M	20,000	01/31/2003 ⁽²⁾	10/20/2009	Common Stock	20,000
Employee Stock Option 03	\$ 15.6719	02/28/2006		M	100,000	01/31/2003 ⁽²⁾	10/20/2009	Common Stock	100,000
Employee Stock Option 03	\$ 15.6719	02/28/2006		M	20,000	01/31/2003 ⁽²⁾	10/20/2009	Common Stock	20,000

Employee Stock Option 03	\$ 15.6719	03/01/2006	M	70,001	01/31/2003 ⁽²⁾	10/20/2009	Common Stock	70
Employee Stock Option 05	\$ 4.86	03/01/2006	M	16,666	10/31/2001 ⁽³⁾	08/23/2011	Common Stock	16
Employee Stock Option 07	\$ 8.637	03/01/2006	M	13,333	10/31/2002 ⁽⁴⁾	11/21/2012	Common Stock	13

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORING DAVID G 4440 EL CAMINO REAL LOS ALTOS, CA 94022	X			

Signatures

By: Raquel Peasley For: David J. Mooring
03/02/2006

**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) The sale reported in this Form 4 is effective pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/22/2005.
- (2) This option vests monthly and becomes fully vested on 12/31/2004.
- (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.

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