

PATEL SAMIR
Form 3/A
March 03, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PATEL SAMIR | | (Month/Day/Year) | RAMBUS INC [RMBS] | |
| (Last) | (First) | (Middle) | 01/14/2004 | |
| 4440 EL CAMINO REAL | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| LOS ALTOS, Â CA Â 94022 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 01/22/2004 | |
| 1. Title of Security | | 2. Amount of Securities Beneficially Owned | 3. Ownership Form: | 4. Nature of Indirect Beneficial Ownership |
| (Instr. 4) | | (Instr. 4) | Direct (D) or Indirect (I) | (Instr. 5) |
| Common Stock | | 81,186 | D | Â |
| Common Stock | | 4,000 | I | By Sons |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 81,186 | D | Â |
| Common Stock | 4,000 | I | By Sons |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Employee Stock Option <u>(1)</u> | 11/01/2000 | 05/13/2007 | Common Stock | 9,334 | \$ 3 | D | Â |
| Employee Stock Option <u>(2)</u> | 11/10/2000 | 11/10/2007 | Common Stock | 10,131 | \$ 11.25 | D | Â |
| Employee Stock Option <u>(3)</u> | 11/01/2001 | 09/10/2008 | Common Stock | 1,704 | \$ 12.25 | D | Â |
| Employee Stock Option <u>(4)</u> | 01/01/2003 | 11/05/2008 | Common Stock | 3,336 | \$ 14.8281 | D | Â |
| Employee Stock Option <u>(5)</u> | 02/01/2003 | 04/26/2009 | Common Stock | 3,672 | \$ 13.75 | D | Â |
| Employee Stock Option <u>(6)</u> | 12/10/2000 | 11/10/2007 | Common Stock | 3,964 | \$ 11.25 | D | Â |
| Employee Stock Option <u>(7)</u> | 11/01/2001 | 09/10/2008 | Common Stock | 14,296 | \$ 12.25 | D | Â |
| Employee Stock Option <u>(8)</u> | 02/01/2002 | 11/05/2008 | Common Stock | 36,664 | \$ 14.8281 | D | Â |
| Employee Stock Option <u>(9)</u> | 01/31/2002 | 02/18/2009 | Common Stock | 20,000 | \$ 15.3125 | D | Â |
| Employee Stock Option <u>(10)</u> | 01/31/2000 | 02/18/2009 | Common Stock | 15,556 | \$ 15.3125 | D | Â |
| Employee Stock Option <u>(11)</u> | 02/01/2000 | 04/26/2009 | Common Stock | 19,000 | \$ 13.75 | D | Â |
| Employee Stock Option <u>(12)</u> | 08/01/2001 | 04/26/2009 | Common Stock | 12,328 | \$ 13.75 | D | Â |
| Employee Stock Option <u>(13)</u> | 11/01/2002 | 04/26/2009 | Common Stock | 4,000 | \$ 13.75 | D | Â |
| Employee Stock Option <u>(14)</u> | 10/31/2001 | 08/23/2011 | Common Stock | 170,000 | \$ 4.86 | D | Â |
| Employee Stock Option <u>(15)</u> | 10/31/2002 | 11/21/2012 | Common Stock | 60,000 | \$ 8.637 | D | Â |
| Employee Stock Option <u>(16)</u> | 01/31/2005 | 11/25/2013 | Common Stock | 30,000 | \$ 25.16 | D | Â |
| Employee Stock Option <u>(17)</u> | 01/31/2007 | 11/25/2013 | Common Stock | 40,000 | \$ 25.16 | D | Â |
| Employee Stock Option <u>(18)</u> | 01/31/2008 | 11/25/2013 | Common Stock | 50,000 | \$ 25.16 | D | Â |
| Employee Stock Option <u>(19)</u> | 01/31/2003 | 10/20/2009 | Common Stock | 120,000 | \$ 15.6719 | D | Â |

| | | | | | | | |
|-----------------------------------|----------------------------|------------|--------------|--------|------------|---|---|
| Employee Stock Option <u>(20)</u> | 12/01/2009 ⁽²³⁾ | 12/01/2009 | Common Stock | 60,000 | \$ 2.5 | D | Â |
| Employee Stock Option <u>(21)</u> | 10/31/2002 | 10/20/2009 | Common Stock | 16,000 | \$ 15.6719 | D | Â |
| Employee Stock Option <u>(22)</u> | 01/31/2005 | 12/12/2010 | Common Stock | 40,000 | \$ 54.625 | D | Â |

Reporting Owners

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

Signatures

Raquel Peasley, Attorney
in Fact 03/03/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (2) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (3) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (4) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (5) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (6) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (7) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (8) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (9) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (10) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (11) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (12) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (13) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option is fully vested.
 - (14) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. As of 1/14/04, 92,083 options were vested and the remaining options vest monthly and become fully vested on 9/30/06.
 - (15) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. As of 1/14/04, 15,000 options were vested and the remaining options vest monthly becoming fully vested on 9/30/07.
 - (16) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option will begin to vest on 1/31/05 and become fully vested on 12/31/06.
 - (17)

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Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option will begin to vest on 1/31/07 and become fully vested on 12/31/07.

- (18) Right to buy Rambus Inc. common stock granted under the 1997 Stock Option Plan. This option will begin to vest on 1/31/08 and become fully vested on 12/31/08.
- (19) Right to buy Rambus Inc. common stock granted under the 1999 Stock Option Plan. As of 1/14/04, 60,000 options were vested and remaining options vest monthly becoming fully vested on 12/31/04.
- (20) Right to buy Rambus Inc. common stock granted under the 1999 Stock option Plan. This option will vest on the basis of meeting a certain performance milestone.
- (21) Right to buy Rambus Inc. common stock granted under the 1999 Stock Option Plan. This option is fully vested.
- (22) Right to buy Rambus Inc. common stock granted under the 1999 Stock Option Plan. This option will begin to vest on 1/31/05 and become fully vested on 12/31/05.
- (23) This option will either vest on the basis of meeting a certain performance milestone or it will expire on 12/1/2009.

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Remarks:

This Form 3/A was filed to correct an error in the total amount of shares beneficially owned when

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.