REALNETWORKS INC

Form 4

August 10, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

2005

0.5

January 31, Expires:

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

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Pellegrini Massimiliano | 2. Issuer Name and Ticker or Trading Symbol REALNETWORKS INC [RNWK] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|--|--|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | (************************************* | | | |
| 1501 1ST AVENUE S., SUITE 600 | (Month/Day/Year) 08/10/2016 | Director 10% Owner _X_ Officer (give title Other (specify below) Pres, Products & Marketing | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| SEATTLE, WA 98134 | Filed(Month/Day/Year) | | | | |

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative Securities A | Acquired, Disposed of | , or Beneficial | ly 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 or Disposed of (D) (Instr. 3, 4 and 5) | 1 (A) 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) | 7. Nature of Indirect Beneficial Ownership |
| | | (Wond) Day Tear) | Code V | | Following Reported Transaction(s) (Instr. 3 and 4) | or Indirect (I) (Instr. 4) | (Instr. 4) |
| Common Stock | 08/10/2016 | | S | \$ 13,958 D 4.63 | 313 0 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | | | ate | 7. Title Amoun Under | int of lying ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|--------------------------|--|---------------------------------|
| | Derivative Security | | | | Securities Acquired | | | (Instr. | 3 and 4) | | Owne Follo |
| | | | | | (A) or Disposed | | | | | | Repo Trans |
| | | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | | 4, and 3) | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pellegrini Massimiliano 1501 1ST AVENUE S. SUITE 600 SEATTLE, WA 98134

Pres, Products & Marketing

Signatures

/s/ Drew G. Markham, attorney-in-fact

08/10/2016

**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) Represents the weighted average sale price. The highest price at which securities were sold was \$4.65 and the lowest price at which securities were sold was \$4.60.

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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