

DONNELLY KEVIN  
Form 3  
March 04, 2013

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol	
Â DONNELLY KEVIN		(Month/Day/Year)	RAMBUS INC [RMBS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/21/2013		
1050 ENTERPRISE WAY, SUITE 700			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP, GM MID	
SUNNYVALE,Â CAÂ 94089				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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	68,732 <u>(1)</u>	D	Â
Common Stock	1,279 <u>(2)</u> <u>(3)</u>	D	Â
Common Stock	3,750 <u>(2)</u> <u>(4)</u>	D	Â
Common Stock	3,750 <u>(2)</u> <u>(5)</u>	D	Â

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

SEC 1473 (7-02)

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

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â <u>(6)</u>	11/25/2013	Common Stock	85,000	\$ 33.9	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	11/25/2013	Common Stock	65,000	\$ 33.9	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	11/25/2013	Common Stock	50,000	\$ 33.9	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	12/03/2014	Common Stock	75,000	\$ 24.04	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	01/06/2016	Common Stock	70,000	\$ 22.94	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	02/01/2017	Common Stock	60,000	\$ 18.69	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	02/01/2018	Common Stock	30,000	\$ 19.86	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	02/02/2019	Common Stock	26,544	\$ 8.55	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	02/01/2020	Common Stock	23,000	\$ 22.72	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	02/01/2021	Common Stock	30,000	\$ 20.93	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	02/01/2022	Common Stock	40,000	\$ 7.31	D	Â
Employee Stock Option (right to buy)	Â <u>(11)</u>	08/01/2022	Common Stock	45,000	\$ 4.13	D	Â
Employee Stock Option (right to buy)	Â <u>(12)</u>	08/01/2022	Common Stock	45,000	\$ 4.13	D	Â
Employee Stock Option (right to buy)	Â <u>(13)</u>	02/01/2023	Common Stock	60,000	\$ 5.46	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY KEVIN 1050 ENTERPRISE WAY, SUITE 700	Â	Â	Â SVP, GM MID	Â

SUNNYVALE, CA 94089

## Signatures

/s/ Trisha Chan, by power of  
attorney

03/04/2013

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) Rambus Inc. common stock held directly by the Reporting Person.
- (2) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Rambus Inc. common stock.
- (3) The remaining restricted stock units vest in full on February 1, 2014 or the first trading day after February 1, 2014.
- (4) The remaining restricted stock units vest in two equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.
- (5) The remaining restricted stock units vest in three equal annual installments beginning on February 1, 2014 or the first trading day after February 1, 2014.
- (6) Shares subject to the option are fully vested.
- (7) One tenth of the shares subject to the option vested on August 2, 2009 and the remaining shares vested and continue to vest in equal monthly installments until they are fully vested on February 2, 2014.
- (8) One tenth of the shares subject to the option vested on August 1, 2010 and the remaining shares vested and continue to vest in equal monthly installments until they are fully vested on February 1, 2015.
- (9) One tenth of the shares subject to the option vested on August 1, 2011 and the remaining shares vested and continue to vest in equal monthly installments until they are fully vested on February 1, 2016.
- (10) One tenth of the shares subject to the option vested on August 1, 2012 and the remaining shares vested and continue to vest in equal monthly installments until they are fully vested on February 1, 2016.  
Shares subject to the option fully vest on August 1, 2015 if Rambus common stock has previously attained a closing price on NASDAQ of \$15.00 or more over any sixty (60) consecutive trading day period. If such performance milestone is not achieved prior to August 1, 2017, the option will terminate.
- (11) Shares subject to the option fully vest on August 1, 2015 if Rambus common stock has previously attained a closing price on NASDAQ over any sixty (60) consecutive trading day period as follows: 20% will vest with a closing price of \$16.00; 20% will vest with a closing price of \$17.00; 20% will vest with a closing price of \$18.00; 20% will vest with a closing price of \$19.00; and 20% will vest with a closing price of \$20.00. If the option has not vested, or has only partially vested by August 1, 2015, the option will vest if and to the extent the related performance milestones are achieved prior to August 1, 2017, and if the related performance milestones are not achieved prior to August 1, 2017, the unvested portion of the option will terminate.
- (12) One tenth of the shares subject to the option vest on August 1, 2013 and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2017.
- (13)

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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