RAMBUS INC Form 4 February 05, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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).

Common

Stock

02/03/2014

(Print or Type Responses)

1. Name and A DONNELL	Symbol	2. Issuer Name and Ticker or Trading Symbol RAMBUS INC [RMBS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	fiddle) 3. Date of	Earliest Tr	ansaction	(One	on an approach	-)	
1050 ENTE 700	*	(Month/Day/Year) 02/03/2014			Director 10% Owner _X_ Officer (give title Other (specify below) SVP, GM MID			
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
SUNNYVA	Filed(Mon	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Table	e I - Non-D	erivative Securities Acc	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V Amount

1,934

F

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.

D

Reported

80,584

Transaction(s) (Instr. 3 and 4)

(A)

(D)

D

Price

8.76

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic 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 Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option	\$ 8.76	02/03/2014		A	60,000	08/03/2014(1)	02/03/2024	Common Stock	60,0

Reporting Owners

Relationships Reporting Owner Name / Address

Other 10% Owner Officer Director

DONNELLY KEVIN 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089

SVP, GM MID

Signatures

/s/ Trisha Chan, by power of attorney

02/05/2014

**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).
- One-tenth of the shares subject to the option vest on August 3, 2014 and the remaining shares vest in equal monthly installments until **(1)** they are fully vested on February 3, 2018.

Remarks:

Transaction reported in Table 1, Code F reflects securities withheld to cover the tax liability for restricted stock units that veste

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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