Scott Martin Form 4 February 05, 2008

FORM 4

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

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

2. Issuer Name and Ticker or Trading

RAMBUS INC [RMBS]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

02/01/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * Scott Martin

(First) (Middle) (Last)

4440 EL CAMINO REAL

(Street)

LOS ALTOS, CA 94022

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

Symbol

Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

TransactionAcquired (A) or

(A)

4. Securities

Owned

Following Reported

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

X_ Officer (give title

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

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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

1

OMB APPROVAL

OMB 3235-0287 Number: January 31,

2005 Estimated average burden hours per

Expires:

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) Senior VP, Engineering

response...

0.5

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Edgar Filing: Scott Martin - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	<u>(1)</u>	02/01/2008		A		10,000		<u>(2)</u>	(2)	Common Stock	10,0
Employee Stock Option	\$ 19.86	02/01/2008		A		30,000		08/01/2008(3)	02/01/2018	Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Scott Martin

4440 EL CAMINO REAL Senior VP, Engineering

LOS ALTOS, CA 94022

Signatures

/s/ Michael Leshkiw, Power of Attorney 02/05/2008

**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) Each restricted stock unit represents a contingent right to receive one share of common stock of Rambus Inc.
- (2) 2,500 shares vest on February 2, 2009. Thereafter, the remaining shares shall vest in equal installments of 2,500 shares on each one-year anniversary or the first trading day after February 1.
- (3) The option vests at the rate of ten percent (10%) of the option grant six months from the date of February 1, 2008, thereafter the remaining shares shall vest 1/60th in consecutive monthly installments until one hundred percent (100%) vested.

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.

Reporting Owners 2