

HUGHES HAROLD

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HUGHES HAROLD**

(Last) (First) (Middle)

**C/O RAMBUS INC, 4440 EL  
CAMINO REAL**

(Street)

**LOS ALTOS, CA 94022**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**RAMBUS INC [RMBS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/01/2008**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   |                                      | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|                                       |                              |   |   |                        |  |  |  |

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| (Instr. 3)                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                           |                    |                 |                                     |  |
|------------------------------|------------------------------------|------------------|------------|--|--------|-----|---------------------------|--------------------|-----------------|-------------------------------------|--|
|                              |                                    |                  | Code       | V  | (A)    | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |  |
| Employee<br>Stock<br>Option  | \$ 19.86                           | 02/01/2008       | A          |  | 32,000 |     | 08/01/2008 <sup>(1)</sup> | 02/01/2012         | Common<br>Stock | 32,000                              |  |
| Restricted<br>Stock<br>Units | <sup>(2)</sup>                     | 02/01/2008       | A          |  | 24,000 |     | <sup>(3)</sup>            | <sup>(3)</sup>     | Common<br>Stock | 24,000                              |  |
| Restricted<br>Stock<br>Units | <sup>(2)</sup>                     | 02/01/2008       | A          |  | 24,000 |     | <sup>(4)</sup>            | <sup>(4)</sup>     | Common<br>Stock | 24,000                              |  |
| Restricted<br>Stock<br>Units | <sup>(2)</sup>                     | 02/01/2008       | A          |  | 24,000 |     | <sup>(5)</sup>            | <sup>(5)</sup>     | Common<br>Stock | 24,000                              |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HUGHES HAROLD<br>C/O RAMBUS INC<br>4440 EL CAMINO REAL<br>LOS ALTOS, CA 94022 |               |           |         | X     |

## Signatures

/s/Michael Leshkiw, by 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) The option vests at the rate of ten percent (10 %) of the option grant six months from the grant date of February 1, 2008, thereafter the remaining shares shall vest 1/60th in consecutive monthly installment until one hundred percent vested.
- (2) Each restricted stock unit represents a contingent right to receive one shares of common stock of Rambus Inc.
- (3) 6,000 shares shall vest on February 1, 2009. Thereafter, the remaining shares shall vest in equal installments of 6,000 shares on each one-year anniversary or the first trading day after February 1.
- (4) Provided that the Company reports revenue for the fiscal year ending December 31, 2008 in an amount that exceeds a pre-determined target set by the Company's Compensation Committee the Performance RSUs vest 24,000 on February 2, 2009. If the Company reports revenue for the fiscal year ending December 31, 2008 in a pre-determined target range set by the Company's Compensation Committee

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12,000 Performance RSUs will vest on February 1, 2009 and 12,000 Performance RSUs on February 2, 2010. In the event the Company does not meet the pre-determined target, the Performance RSUs shall forfeit one-hundred percent(100%). Vested shares will be delivered to the reporting person reasonably promptly after February, 2009 if the reporting person remains employed with the Company on that date.

- (5) Provided that the Company reports revenue for the fiscal year ending December 31, 2008 and signs significant patent or product licensing deals in an amount that exceeds a pre-determined target set by the Company's Compensation Committee, 24,000 Performance RSUs will vest on February 1, 2009. In the event the Company does not meet the pre-determined target, the Performance RSUs shall forfeit one-hundred percent(100%). Vested shares will be delivered to the reporting person reasonably promptly after February, 2009 if the reporting person remains employed with the Company on that date.

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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