

RAMBUS INC  
Form 4  
March 02, 2006

**FORM 4**

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOORING DAVID G

(Last) (First) (Middle)  
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)  
02/27/2006

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------|
|                                 |                                      |  | Code                | V | Amount  | (A) or (D) |   |  |                                   | Price |
| Common Stock                    | 02/27/2006                           |  | M                   |   | 100,000   | A          | \$ 15.6719  | 750,622  | D                                 |       |
| Common Stock                    | 02/27/2006                           |  | S <sup>(1)</sup>    |   | 100,000   | D          | \$ 31.5662  | 650,622  | D                                 |       |
| Common Stock                    | 02/27/2006                           |  | M                   |   | 20,000  | A          | \$ 15.6719  | 670,622  | D                                 |       |
| Common Stock                    | 02/28/2006                           |  | M                   |   | 100,000   | A          | \$ 15.6719  | 770,622  | D                                 |       |
| Common Stock                    | 02/28/2006                           |  | S <sup>(1)</sup>    |   | 100,000   | D          | \$ 30.5571  | 670,622  | D                                 |       |
|                                 | 02/28/2006                           |  | M                   |   | 20,000  | A          |   | 690,622  | D                                 |       |

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|              |            |                  |        |   |            |         |   |
|--------------|------------|------------------|--------|---|------------|---------|---|
| Common Stock |            |                  |        |   | \$ 15.6719 |         |   |
| Common Stock | 03/01/2006 | M                | 70,001 | A | \$ 15.6719 | 760,623 | D |
| Common Stock | 03/01/2006 | S <sup>(1)</sup> | 70,001 | D | \$ 31.4938 | 690,622 | D |
| Common Stock | 03/01/2006 | M                | 16,666 | A | \$ 4.86    | 707,288 | D |
| Common Stock | 03/01/2006 | S <sup>(1)</sup> | 16,666 | D | \$ 31.4938 | 690,622 | D |
| Common Stock | 03/01/2006 | M                | 13,333 | A | \$ 8.637   | 703,955 | D |
| Common Stock | 03/01/2006 | S <sup>(1)</sup> | 13,333 | D | \$ 31.4938 | 690,622 | D |

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

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 of Underlying Security (Instr. 3 and 4) |              |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount  |
| Employee Stock Option 03                   | \$ 15.6719   | 02/27/2006                           |  | M                              | 100,000   | 01/31/2003 <sup>(2)</sup>                                | 10/20/2009  | Common Stock | 100,000 |
| Employee Stock Option 03                   | \$ 15.6719   | 02/27/2006                           |  | M                              | 20,000  | 01/31/2003 <sup>(2)</sup>                                | 10/20/2009  | Common Stock | 20,000  |
| Employee Stock Option 03                   | \$ 15.6719   | 02/28/2006                           |  | M                              | 100,000   | 01/31/2003 <sup>(2)</sup>                                | 10/20/2009  | Common Stock | 100,000 |
| Employee Stock Option 03                   | \$ 15.6719   | 02/28/2006                           |  | M                              | 20,000  | 01/31/2003 <sup>(2)</sup>                                | 10/20/2009  | Common Stock | 20,000  |

|                                |            |            |   |        |                           |            |                 |    |
|--------------------------------|------------|------------|---|--------|---------------------------|------------|-----------------|----|
| Employee<br>Stock<br>Option 03 | \$ 15.6719 | 03/01/2006 | M | 70,001 | 01/31/2003 <sup>(2)</sup> | 10/20/2009 | Common<br>Stock | 70 |
| Employee<br>Stock<br>Option 05 | \$ 4.86    | 03/01/2006 | M | 16,666 | 10/31/2001 <sup>(3)</sup> | 08/23/2011 | Common<br>Stock | 16 |
| Employee<br>Stock<br>Option 07 | \$ 8.637   | 03/01/2006 | M | 13,333 | 10/31/2002 <sup>(4)</sup> | 11/21/2012 | Common<br>Stock | 13 |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MOORING DAVID G<br>4440 EL CAMINO REAL<br>LOS ALTOS, CA 94022 | X             |           |         |       |

## Signatures

By: Raquel Peasley For: David J.  
Mooring

03/02/2006

\*\*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 sale reported in this Form 4 is effective pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/22/2005.
- (2) This option vests monthly and becomes fully vested on 12/31/2004.
- (3) This option vests monthly and becomes fully vested on 9/30/2006.
- (4) This option vests monthly and becomes fully vested on 9/30/2007.

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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