

RAMBUS INC
Form 4
February 14, 2007

FORM 4

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

OMB APPROVAL

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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 *
DUNLEVIE BRUCE

(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)
02/12/2007

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 (Instr. 8) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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.

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | (Instr. 3, 4, and 5) | | | | Date Exercisable | Expiration Date | Title | Am Nun Sha |
|--------------------------------------|----------------------|------------|------------------|---------|------------------|-----------------|--------------|------------------|
| | Code | V | (A) | (D) | | | | |
| Director Stock Option (right to buy) | \$ 2 | 02/12/1997 | D ⁽¹⁾ | 5,000 | <u>(1)</u> | 02/12/2007 | Common Stock | 5 |
| Director Stock Option (right to buy) | \$ 2 | 02/12/2007 | A ⁽¹⁾ | 5,000 | <u>(1)</u> | <u>(1)</u> | Common Stock | 5 |
| Director Stock Option (right to buy) | \$ 2 | 02/12/1997 | D ⁽²⁾ | 35,000 | <u>(2)</u> | 02/12/2007 | Common Stock | 35 |
| Director Stock Option (right to buy) | \$ 2 | 02/12/2007 | A ⁽²⁾ | 35,000 | <u>(2)</u> | <u>(2)</u> | Common Stock | 35 |
| Director Stock Option (right to buy) | \$ 2 | 02/12/1997 | D ⁽³⁾ | 100,000 | <u>(3)</u> | 02/12/2007 | Common Stock | 10 |
| Director Stock Option (right to buy) | \$ 2 | 02/12/2007 | A ⁽³⁾ | 100,000 | <u>(3)</u> | <u>(3)</u> | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DUNLEVIE BRUCE 4440 EL CAMINO REAL LOS ALTOS, CA 94022 | X | | | |

Signatures

/s/ Raquel Peasley, by Power of
Attorney

02/14/2007

__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).

The two reported transactions involved an amendment to the termination period of an outstanding option in order to provide that the term of the option shall extend until twenty-nine days after the earliest date upon which the option may be exercised without violating applicable securities laws (which earliest date is expected to be the date upon which Rambus Inc. is current in its SEC reporting obligations). This resulted in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 12, 1997 and provided for the option to vest in full on August 12, 1997.

(1) The two reported transactions involved an amendment to the termination period of an outstanding option in order to provide that the term of the option shall extend until twenty-nine days after the earliest date upon which the option may be exercised without violating applicable securities laws (which earliest date is expected to be the date upon which Rambus Inc. is current in its SEC reporting obligations). This resulted in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 12, 1997 and provided for the option to vest at a rate of one forty-eighth per month until fully vested on February 12, 2001.

(2) The two reported transactions involved an amendment to the termination period of an outstanding option in order to provide that the term of the option shall extend until twenty-nine days after the earliest date upon which the option may be exercised without violating applicable securities laws (which earliest date is expected to be the date upon which Rambus Inc. is current in its SEC reporting obligations). This resulted in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 12, 1997 and provided for the option to vest at a rate of one forty-eighth per month until fully vested on February 12, 2001.

(3) 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.