

RAMBUS INC  
Form 4  
March 15, 2017

**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 \*  
**STARK LAURA**

(Last) (First) (Middle)

1050 ENTERPRISE WAY, SUITE  
700

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/13/2017**

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)  
**SVP, GM ESD**

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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	03/13/2017		M		465 A \$ 8.55	D	
Common Stock	03/13/2017		M		700 A \$ 7.31	D	
Common Stock	03/13/2017		M		973 A \$ 5.46	D	
Common Stock	03/13/2017		M		804 A \$ 8.76	D	
Common Stock	03/13/2017		S <sup>(1)</sup>		3,810 D \$ 13.1	D	

(2)

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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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee stock option (right to buy)	\$ 8.55	03/13/2017		M	465	08/02/2009 <sup>(3)</sup> 02/02/2019	Common Stock	465
Employee stock option (right to buy)	\$ 7.31	03/13/2017		M	700	08/01/2012 <sup>(4)</sup> 02/01/2022	Common Stock	700
Employee stock option (right to buy)	\$ 5.46	03/13/2017		M	973	08/01/2013 <sup>(5)</sup> 02/01/2023	Common Stock	973
Employee stock option (right to buy)	\$ 8.76	03/13/2017		M	804	08/03/2014 <sup>(6)</sup> 02/03/2024	Common Stock	804

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STARK LAURA  
1050 ENTERPRISE WAY, SUITE 700  
SUNNYVALE, CA 94089

SVP, GM ESD

## Signatures

/s/William Krause, by power of  
attorney

03/15/2017

\_\_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 sales reported on this Form 4 are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 9, 2017.
- (2) All shares were sold at an exact sale price of \$13.10.
- (3) Ten percent of the shares subject to the option vested on August 2, 2009 and the remaining shares vested monthly thereafter until fully vested on February 2, 2014.
- (4) Ten percent of the shares subject to the option vested on August 1, 2012 and the remaining shares vested monthly thereafter until fully vested on February 1, 2016.
- (5) Ten percent of the shares subject to the option vested on August 1, 2013 and the remaining shares vested monthly thereafter until fully vested on February 1, 2017.
- (6) Ten percent of the shares subject to the option vested on August 3, 2014 and the remaining shares vested monthly thereafter until fully vested on February 3, 2018.

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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