

REALNETWORKS INC  
Form 4  
October 25, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**SLADE MICHAEL B**  
  
(Last) (First) (Middle)  
  
**1501 1ST AVENUE S., SUITE 600**  
  
(Street)  
  
**SEATTLE, WA 98134**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**REALNETWORKS INC [RNWK]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/21/2016**

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)
Common Stock	10/21/2016		M	6,180 A	\$ 0 (1) 24,783	D	

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)**

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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.	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
				Transaction Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	
Stock Option (Right to Buy)	\$ 4.58 <sup>(2)</sup>	10/21/2016		A		15,000	10/21/2017	10/21/2023	Common Stock
Stock Option (Right to Buy)	\$ 4.58 <sup>(3)</sup>	10/21/2016		A		9,435	10/21/2016	10/21/2023	Common Stock
Restricted Stock Units	\$ 0 <sup>(4)</sup>	10/21/2016		A		9,825	10/21/2017 <sup>(5)</sup>	10/21/2017	Common Stock
Restricted Stock Units	\$ 0 <sup>(4)</sup>	10/21/2016		A		6,180	10/21/2016 <sup>(6)</sup>	10/21/2016	Common Stock
Restricted Stock Units	\$ 0 <sup>(4)</sup>	10/21/2016		M		6,180	10/21/2016	10/21/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLADE MICHAEL B 1501 1ST AVENUE S. SUITE 600 SEATTLE, WA 98134	X			

## Signatures

/s/ Drew G. Markham,  
Attorney-in-fact

10/25/2016

\*\*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) Vested restricted stock units were distributed to the reporting person, without payment, in shares of common stock on a unit-for-share basis.

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The options will vest and become exercisable in 12 substantially equal monthly installments until the options become fully vested and

(2) exercisable on the first anniversary of the grant date, provided that the reporting individual continues to serve as a director of RealNetworks through such date.

(3) The stock option was fully vested at the time of grant.

(4) Converts into common stock on a unit-for-share basis on the share distribution date.

The restricted stock units vest in 12 substantially equal monthly installments until fully vested on the first anniversary of the grant date,

(5) provided that the reporting person continues to serve as a director through such date. The share distribution date applicable to the restricted stock units is the sooner to occur of (1) the first anniversary of the date of grant or (2) the date of separation from the Board.

(6) The restricted stock units were fully vested at the time of grant.

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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