

Uomoto Scott Gordon
 Form 3
 May 15, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Uomoto Scott Gordon		(Month/Day/Year)	REALNETWORKS INC [RNWK]	
(Last)	(First)	(Middle)	05/09/2012	
2601 ELLIOTT AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SEATTLE, WA 98121			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP, Consumer & Helix Sales	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	1,055	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	2,600	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	1,141	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	1,308	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	3,750	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	2,083	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	666	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽²⁾	12/17/2016	Common Stock	3,300	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	1,500	\$ 11.04	D	Â
Employee Stock Option (Right to Buy)	07/01/2011 ⁽³⁾	02/01/2018	Common Stock	37,500	\$ 11.36	D	Â
Employee Stock Option (Right to Buy)	07/25/2010 ⁽⁴⁾	01/25/2017	Common Stock	27,500	\$ 14.4	D	Â
Employee Stock Option (Right to Buy)	10/27/2011 ⁽⁵⁾	04/27/2018	Common Stock	50,000	\$ 10.36	D	Â
Restricted Stock Unit Award	08/12/2012 ⁽⁶⁾	08/12/2015	Common Stock	527	\$ 0 ⁽⁷⁾	D	Â
Restricted Stock Unit Award	04/27/2013 ⁽⁸⁾	04/27/2019	Common Stock	30,000	\$ 0 ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Uomoto Scott Gordon 2601 ELLIOTT AVENUE SEATTLE, WA 98121	Â	Â	Â SVP, Consumer & Helix Sales	Â

Signatures

/s/ Scott Uomoto 05/11/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 options are fully vested.

(2) 2,888 options are currently vested, and 412 options will become vested on August 12, 2012, subject to the continued employment of the reporting person through such date.

(3) 12.5% of the options vested on July 1, 2011, and an additional 12.5% of the options will vest upon the completion of each successive six months of employment until the options become fully vested on January 1, 2015, subject to the continued employment of the reporting person through such dates.

(4) 12.5% of the options vested on July 25, 2010, and an additional 12.5% of the options will become vested upon the completion of each successive six months of employment until the options become fully vested on January 25, 2014, subject to the continued employment of the reporting person through such dates.

(5) 12.5% options vested on October 27, 2011, and an additional 12.5% options will vest upon the completion of each successive six months of employment until the options become fully vested on April 27, 2015, subject to the continued employment of the reporting person through such dates.

(6) The restricted stock units will become fully vested on August 12, 2012, subject to the continued employment of the reporting person through such date.

(7) Converts into Common Stock on a unit-for-share basis upon vesting.

(8) 15,000 restricted stock units will vest on April 27, 2013, and an additional 7,500 restricted stock units will vest on each of October 27, 2013 and April 27, 2014, subject to the continued employment of the reporting person through such dates.

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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