

EULAU ROBERT K
Form 4
February 03, 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 *
EULAU ROBERT K

(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)
02/01/2006

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)
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/01/2006		M	46,931 A \$ 9.07	64,147	D	
Common Stock	02/01/2006		S ⁽¹⁾	46,931 D \$ 27.7694	17,216	D	
Common Stock	02/01/2006		M	1,736 A \$ 4.86	18,952	D	
Common Stock	02/01/2006		S ⁽¹⁾	1,736 D \$ 27.7694	17,216	D	
Common Stock	02/01/2006		M	1,333 A \$ 8.637	18,549	D	

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Common Stock	02/01/2006	S ⁽¹⁾	1,333	D	\$ 27.7694	17,216	D
Common Stock	02/02/2006	M	43,287	A	\$ 9.07	60,503	D
Common Stock	02/02/2006	S ⁽¹⁾	43,287	D	\$ 27.2453	17,216	D

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.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option 02	\$ 9.07	02/01/2006		M	46,931	11/01/2001 ⁽²⁾	06/21/2011	Common Stock	46,931
Employee Stock Option 02	\$ 9.07	02/02/2006		M	43,287	11/01/2001 ⁽²⁾	06/21/2011	Common Stock	43,287
Employee Stock Option 04	\$ 4.86	02/01/2006		M	1,736	10/31/2001 ⁽³⁾	08/23/2011	Common Stock	1,736
Employee Stock Option 05	\$ 8.637	02/01/2006		M	1,333	10/31/2002 ⁽⁴⁾	11/21/2012	Common Stock	1,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EULAU ROBERT K 4440 EL CAMINO REAL			Chief Financial Officer	

LOS ALTOS, CA 94022

Signatures

By: Raquel Peasley For: Robert K.
Eulau

02/03/2006

__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 on this Form 4 is effective pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 19, 2004 and amended October 24, 2005.
 - (2) This option vests monthly and becomes fully vested on 5/01/2006.
 - (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. 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.