

EULAU ROBERT K
Form 4
January 04, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EULAU ROBERT K

(Last) (First) (Middle)

4440 EL CAMINO

(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)
01/04/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	01/04/2005		M	1,736 A	\$ 4.86 17,696	D	
Common Stock	01/04/2005		S ⁽¹⁾	1,736 D	\$ 21.6559 15,960	D	
Common Stock	01/04/2005		M	1,334 A	\$ 8.637 17,294	D	
Common Stock	01/04/2005		S ⁽¹⁾	1,334 D	\$ 21.6559 15,960	D	
Common Stock	01/04/2005		M	6,930 A	\$ 9.07 22,890	D	

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Common Stock 01/04/2005 S⁽¹⁾ 6,930 D \$ 21.6559 15,960 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option 02	\$ 9.07	01/04/2005		M	6,930	11/01/2001 ⁽²⁾ 06/21/2011	Common Stock	6,930
Employee Stock Option 04	\$ 4.86	01/04/2005		M	1,736	10/31/2001 ⁽³⁾ 08/23/2011	Common Stock	1,736
Employee Stock Option 05	\$ 8.637	01/04/2005		M	1,334	10/31/2002 ⁽⁴⁾ 11/21/2012	Common Stock	1,334

Reporting Owners

Reporting Owner Name / Address	Relationships
EULAU ROBERT K 4440 EL CAMINO LOS ALTOS, CA 94022	Director 10% Owner Officer Other
	Chief Financial Officer

Signatures

Robert Eulau 01/04/2005

 Date

**Signature of
Reporting Person

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 30, 2003.

(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.

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