

MOORING DAVID G

Form 4

January 31, 2006

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 *
MOORING DAVID G

(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)

01/27/2006

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)

EXECUTIVE BOARD MEMBER

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	(A) or (D)	Price		
Common Stock	01/27/2006		M		45,001	A	\$ 8.637	625,623	D
Common Stock	01/27/2006		S ⁽¹⁾		45,001	D	\$ 33.1668	580,622	D
Common Stock	01/27/2006		M		54,999	A	\$ 9.3	635,621	D
Common Stock	01/27/2006		S ⁽¹⁾		54,999	D	\$ 33.1668	580,622	D
Common Stock	01/30/2006		M		45,001	A	\$ 9.3	625,623	D

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Common Stock	01/30/2006	S ⁽¹⁾	45,001	D	\$ 31.0711	580,622	D
Common Stock	01/30/2006	M	48,619	A	\$ 14.8281	629,241	D
Common Stock	01/30/2006	S ⁽¹⁾	48,619	D	\$ 31.0711	580,622	D
Common Stock	01/30/2006	M	6,380	A	\$ 14.8281	587,002	D
Common Stock	01/30/2006	S ⁽¹⁾	6,380	D	\$ 31.0711	580,622	D
Common Stock	01/31/2006	M	43,800	A	\$ 14.8281	624,422	D
Common Stock	01/31/2006	S ⁽¹⁾	43,800	D	\$ 30.5997	580,622	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option 02	\$ 14.8281	01/30/2006		M	48,619	02/01/2002 ⁽²⁾ 11/05/2008	Common Stock 48,619
Employee Stock Option 02	\$ 14.8281	01/30/2006		M	6,380	02/01/2002 ⁽²⁾ 11/05/2008	Common Stock 6,380
Employee Stock Option 02	\$ 14.8281	01/31/2006		M	43,800	02/01/2002 ⁽²⁾ 11/05/2008	Common Stock 43,800
Employee Stock	\$ 9.3	01/27/2006		M	54,999	01/31/2005 ⁽³⁾ 11/15/2011	Common Stock 54,999

Option 06

Employee

\$ 9.3

01/30/2006

M

45,001

01/31/2005⁽³⁾

11/15/2011

Common
Stock

45.0

Option 06

Employee

\$ 8.637

01/27/2006

M

45,001

10/31/2002⁽⁴⁾

11/21/2012

Common
Stock

45,0

Option 07

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
MOORING DAVID G 4440 EL CAMINO REAL LOS ALTOS, CA 94022	X		EXECUTIVE BOARD MEMBER

Signatures

By: Robert Eulau For: David J.

Mooring

01/31/2006

**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 in this Form 4 is effective pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 11/22/2005.
- (2) This option is fully vested.
- (3) This option vests monthly beginning 1/31/05 and becomes fully vested on 12/31/05.
- (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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