

MOORING DAVID G

Form 4

March 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORING DAVID G

2. Issuer Name **and** Ticker or Trading
Symbol
RAMBUS INC [RMBS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4440 EL CAMINO REAL

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

LOS ALTOS, CA 94022

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	03/02/2006		M		20,000	A \$ 15.6719	710,622	D
Common Stock	03/02/2006		M		100,000	A \$ 15.6719	810,622	D
Common Stock	03/02/2006		S ⁽¹⁾		100,000	D \$ 32.991	710,622	D
Common Stock	03/03/2006		M		100,000	A \$ 15.6719	810,622	D
Common Stock	03/03/2006		S ⁽¹⁾		100,000	D \$ 32.2968	710,622	D

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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)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option 03	\$ 15.6719	03/02/2006		M		20,000		01/31/2003 ⁽²⁾	10/20/2009	Common Stock	20,000
Employee Stock Option 03	\$ 15.6719	03/02/2006		M		100,000		01/31/2003 ⁽²⁾	10/20/2009	Common Stock	100,000
Employee Stock Option 03	\$ 15.6719	03/03/2006		M		100,000		01/31/2003 ⁽²⁾	10/20/2009	Common Stock	100,000

Reporting Owners

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

Signatures

By: Raquel Peasley For: David J. Mooring 03/03/2006

__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 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 vests monthly and becomes fully vested on 12/31/2004.

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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