

RAMBUS INC
Form 4
April 28, 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 *
STARK LAURA

(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)

04/26/2006

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)

Senior Vice-President

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/26/2006		M		5,000	A	\$ 13.75	27,170	D	
Common Stock	04/26/2006		S		5,000	D	\$ 39.8542	22,170	D	
Common Stock	04/26/2006		M		5,000	A	\$ 8.637	27,170	D	
Common Stock	04/26/2006		S		5,000	D	\$ 39.8542	22,170	D	
Common Stock	04/26/2006		M		10,000	A	\$ 4.86	32,170	D	

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Common Stock	04/26/2006	S	10,000	D	\$ 39.8542	22,170	D	
Common Stock	04/27/2006	M	10,728	A	\$ 13.75	32,898	D	
Common Stock	04/27/2006	S	10,728	D	\$ 38.7051	22,170	D	
Common Stock	04/27/2006	M	9,272	A	\$ 14.8281	31,442	D	
Common Stock	04/27/2006	S	9,272	D	\$ 38.7051	22,170	D	
Common Stock	04/28/2006	M	20,000	A	\$ 14.8281	42,170	D	
Common Stock	04/28/2006	S	20,000	D	\$ 39.7957	22,170	D	
Common Stock	04/28/2006	P	1,746	A	\$ 10.88	23,916 ⁽¹⁾	D	
Common Stock						9,335	I	by Spouse

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option 07	\$ 14.8281	04/27/2006		M		9,272		02/01/2002 ⁽²⁾	11/05/2008	Common Stock	9,272
Employee Stock Option 07	\$ 14.8281	04/28/2006		M		20,000		02/01/2002 ⁽²⁾	11/05/2008	Common Stock	20,000

Employee Stock Option 09	\$ 13.75	04/26/2006	M	5,000	02/01/2000 ⁽²⁾	04/26/2009	Common Stock	5,000
Employee Stock Option 09	\$ 13.75	04/27/2006	M	10,728	02/01/2000 ⁽²⁾	04/26/2009	Common Stock	10,728
Employee Stock Option 12	\$ 4.86	04/26/2006	M	10,000	10/31/2001 ⁽³⁾	08/23/2011	Common Stock	10,000
Employee Stock Option 13	\$ 8.637	04/26/2006	M	5,000	10/31/2002 ⁽⁴⁾	11/21/2012	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARK LAURA 4440 EL CAMINO REAL LOS ALTOS, CA 94022			Senior Vice-President	

Signatures

By: RAQUEL PEASLEY For: LAURA S. STARK 04/28/2006

__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) Amount of shares beneficially owned includes 1,746 shares acquired 4/28/06 through the Rambus Inc. Employee Stock Purchase Plan

(2) This option is fully vested.

(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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