

EULAU ROBERT K
Form 4
January 09, 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

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

LOS ALTOS, CA 94022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | (D) | Price |
| Common Stock | 01/05/2006 | | M | | 15,000 | A | \$ 4.86 |
| Common Stock | 01/05/2006 | | S | | 15,000 | D | \$ 22.4326 |
| Common Stock | 01/06/2006 | | M | | 5,834 | A | \$ 4.86 |
| Common Stock | 01/06/2006 | | S | | 5,834 | D | \$ 22.0078 |
| Common Stock | 01/06/2006 | | M | | 9,166 | A | \$ 8.637 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 01/06/2006 | S | 9,166 | D | \$ 22.0078 | 17,216 | D |
| Common Stock | 01/09/2006 | M | 8,166 | A | \$ 9.07 | 25,382 | D |
| Common Stock | 01/09/2006 | S | 8,166 | D | \$ 23.6058 | 17,216 | D |
| Common Stock | 01/09/2006 | M | 6,834 | A | \$ 8.637 | 24,050 | D |
| Common Stock | 01/09/2006 | S | 6,834 | D | \$ 23.6058 | 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.

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 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 | 01/09/2006 | | M | 8,166 | 11/01/2001 ⁽¹⁾ | 06/21/2011 | Common Stock | 8,166 |
| Employee Stock Option 04 | \$ 4.86 | 01/05/2006 | | M | 15,000 | 10/31/2001 ⁽²⁾ | 08/23/2011 | Common Stock | 15,000 |
| Employee Stock Option 04 | \$ 4.86 | 01/06/2006 | | M | 5,834 | 10/31/2001 ⁽²⁾ | 08/23/2011 | Common Stock | 5,834 |
| Employee Stock Option 05 | \$ 8.637 | 01/06/2006 | | M | 9,166 | 10/31/2002 ⁽³⁾ | 11/21/2012 | Common Stock | 9,166 |
| Employee Stock Option 05 | \$ 8.637 | 01/09/2006 | | M | 6,834 | 10/31/2002 ⁽³⁾ | 11/21/2012 | Common Stock | 6,834 |

Reporting Owners

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

Signatures

Robert Eulau 01/09/2006

__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) This option vests monthly and becomes fully vested on 5/01/2006.

(2) This option vests monthly and becomes fully vested on 9/30/2006.

(3) 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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