

REALNETWORKS INC  
Form 4  
July 05, 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 \*  
**BREYER JAMES**

(Last) (First) (Middle)

428 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**REALNETWORKS INC [RNWK]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/30/2006**

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 06/30/2006                           |  | A                              |   | 794 <sup>(1)</sup>  | A  | \$ 10.7                           |
|                                 |                                      |  |                                |   | 430,248 <sup>(2)</sup>  | D  |                                   |

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)**

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| 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 |
| Stock Option (Right to Buy)                | \$ 45.719  | 06/13/2006                           |  | J <sup>(3)</sup>               | V   | 30,000   | 09/14/1999 <sup>(4)</sup> 09/14/2019                          | Common Stock | 30,000                     |
| Stock Option (Right to Buy)                | \$ 8.05  | 06/13/2006                           |  | J <sup>(3)</sup>               | V   | 17,500   | 06/06/2004 <sup>(4)</sup> 06/06/2013                          | Common Stock | 17,500                     |
| Stock Option (Right to Buy)                | \$ 5.99  | 06/13/2006                           |  | J <sup>(3)</sup>               | V   | 4,795  | 06/09/2005 <sup>(4)</sup> 06/09/2014                          | Common Stock | 4,795                      |
| Stock Option (Right to Buy)                | \$ 5.94  | 06/13/2006                           |  | J <sup>(3)</sup>               | V   | 49,624   | 10/12/2002 <sup>(4)</sup> 10/12/2021                          | Common Stock | 49,624                     |
| Stock Option (Right to Buy)                | \$ 7.27  | 06/13/2006                           |  | J <sup>(3)</sup>               | V   | 17,500   | 06/11/2003 <sup>(4)</sup> 06/11/2012                          | Common Stock | 17,500                     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BREYER JAMES<br>428 UNIVERSITY AVENUE<br>PALO ALTO, CA 94301 | X             |           |         |       |

## Signatures

/s/ Tracy L. Sedlock,  
Attorney-in-Fact

07/05/2006

\_\_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) Acquired pursuant to the RealNetworks, Inc. Director Compensation Stock Plan.
- (2) Of these shares, 345,217 were previously owned by the James W. Breyer and Susan Breyer Trust UA October 4, 1995. The trust has been dissolved and the reporting person now has direct ownership of these shares.
- (3) The economic benefits of these options were transferred pursuant to a Stipulation and Order dated June 13, 2006.
- (4) The options are fully vested.

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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