

KIMBALL ROBERT R
 Form 4
 May 04, 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 *
KIMBALL ROBERT R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2601 ELLIOTT AVENUE, #1000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP General Counsel Secretary

SEATTLE, WA 98121

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 or Price		
Common Stock	05/02/2006		S		1,182 D \$ 10.02	188	D
Common Stock	05/02/2006		S		188 D \$ 9.88	0	D
Common Stock	05/02/2006		M		20,000 A \$ 3.76	20,000	D
Common Stock	05/02/2006		S		20,000 D \$ 10.16	0	D
Common Stock	05/02/2006		M		20,000 A \$ 3.76	20,000	D

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Common Stock	05/02/2006	S	20,000	D	\$ 10.14	0	D
Common Stock	05/02/2006	M	15,000	A	\$ 3.23	15,000	D
Common Stock	05/02/2006	S	15,000	D	\$ 10.02	0	D
Common Stock	05/02/2006	M	20,000	A	\$ 3.23	20,000	D
Common Stock	05/02/2006	S	20,000	D	\$ 10	0	D
Common Stock	05/02/2006	M	15,000	A	\$ 3.23	15,000	D
Common Stock	05/02/2006	S	15,000	D	\$ 9.9	0	D
Common Stock	05/02/2006	M	10,000	A	\$ 3.23	10,000	D
Common Stock	05/02/2006	S	10,000	D	\$ 9.95	0	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 (Right to Buy)	\$ 3.76	05/02/2006		M	20,000	01/27/2003 ⁽¹⁾	08/05/2022	Common Stock	20,000
Employee Stock	\$ 3.76	05/02/2006		M	20,000	01/27/2003 ⁽¹⁾	08/05/2022	Common Stock	20,000

Option
(Right to
Buy)

Employee
Stock

Option	\$ 3.23	05/02/2006	M	15,000	11/01/2002 ⁽²⁾	01/27/2023	Common Stock	15,0
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Employee
Stock

Option	\$ 3.23	05/02/2006	M	20,000	11/01/2002 ⁽²⁾	01/27/2023	Common Stock	20,0
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Employee
Stock

Option	\$ 3.23	05/02/2006	M	15,000	11/01/2002 ⁽²⁾	01/27/2023	Common Stock	15,0
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Employee
Stock

Option	\$ 3.23	05/02/2006	M	10,000	11/01/2002 ⁽²⁾	01/27/2023	Common Stock	10,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIMBALL ROBERT R 2601 ELLIOTT AVENUE, #1000 SEATTLE, WA 98121			SVP General Counsel Secretary	

Signatures

/s/Robert
Kimball

05/04/2006

**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) 10% of the options vest on July 27, 2003, and an additional 10% of the options vest upon the completion of each successive six months of employment thereafter until the options are fully vested on January 27, 2008.
- (2) 10% of the options vest on November 1, 2002, and an additional 10% of the options vest upon the completion of each successive six months of employment thereafter until the options are fully vested on May 1, 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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