

RISHI SATISH
Form 4
February 05, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
RISHI SATISH

(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)
02/01/2008

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)
Senior VP Finance & CFO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/01/2008 | | M | | 25,000 (1) | A | \$ 0 65,000 D |
| Common Stock | 02/01/2008 | | F | | 8,037 (1) | D | \$ 19.86 56,063 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)

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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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | (2) | 02/01/2008 | | A | | 12,000 | | (3) | (3) | Common Stock |
| Employee Stock Option | \$ 19.86 | 02/01/2008 | | A | | 40,000 | | 08/01/2008(4) | 02/01/2018(4) | Common Stock |
| Restricted Stock Units | (2) | 02/01/2008 | | D | | 25,000 | | (1) | (1) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RISHI SATISH 4440 EL CAMINO REAL LOS ALTOS, CA 94022 | | | Senior VP Finance & CFO | |

Signatures

/s/ Michael Leshkiw, Power of Attorney
02/05/2008

**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) As previously reported, on October 20, 2007, Mr. Rishi was granted 100,000 restricted stock units of which 25,000 RSUs vest respectively on February 1, 2008, February 2, 2009, February 1, 2010, and February 1, 2011. On February 1, 2008, an aggregate of 25,000 shares of common stock of the Company was issued, of which 8,937 shares of common stock were withheld by the Company to satisfy Mr. Rishi's tax withholding obligation.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of Rambus Inc.
- (3) 3,000 shares vest on February 2, 2009. Thereafter the remaining shares shall vest in equal installments of 3,000 shares on each one-year anniversary or the first trading day after February 1.
- (4) The option vests at the rate of ten percent (10%) of the option grant six months from the date of February 1, 2008, thereafter the remaining shares shall vest 1/60th in consecutive monthly installments until one hundred percent (100%) vested.

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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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