

ROBERTS JANICE M  
Form 4  
October 25, 2010

**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 \*  
ROBERTS JANICE M

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)  
C/O 2601 ELLIOTT AVENUE, #1000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/21/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

**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)
				(A) or (D) Code V Amount (D) Price			
Common Stock <sup>(1)</sup>	10/21/2010		M	1,233 A \$ 0	1,233	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)**



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Vested restricted stock units were distributed to the reporting individual, without payment, in shares of Common Stock on a unit-for-share basis.

- (2) The options were awarded as compensation for Board service commencing prior to the 2010 annual meeting of shareholders.
- (3) The options are fully vested on the grant date.
- (4) The restricted stock units were awarded as compensation for Board service commencing prior to the 2010 annual meeting of shareholders.
- (5) Converts into Common Stock on a one-for-one basis on the share distribution date.
- (6) The restricted stock units were fully vested and settled on the grant date.

- The options will vest and become exercisable in 12 substantially equal monthly installments until the options become fully vested and
- (7) exercisable on the first anniversary of the grant date, provided that the reporting individual continues to serve as a director of RealNetworks through such date.

- The restricted stock units will vest in 12 substantially equal monthly installments until the restricted stock units become fully vested on
- (8) the first anniversary of the grant date, provided that the reporting individual continues to serve as a director of RealNetworks through such date. The share distribution date applicable to the restricted stock units is the sooner to occur of (1) the first anniversary of the grant date, or (2) the date of separation from the Board.

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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