

RISHI SATISH  
Form 4  
February 04, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**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)  
02/02/2009

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)  
Sr. VP and 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 12/30/2008                           |  | G                              | V 1,400 D \$ 0 53,420   |   | D  |                                   |
| Common Stock                    | 12/30/2008                           |  | G                              | V 700 A \$ 0 700  |   | I  | See Footnote (1)                  |
| Common Stock                    | 12/30/2008                           |  | G                              | V 700 A \$ 0 700  |   | I  | See Footnote (2)                  |
| Common Stock                    | 02/02/2009                           |  | M                              | 3,000 A \$ 0 65,420 (3) (4)                                       |   | D  |                                   |
|                                 | 02/02/2009                           |  | M                              | 25,000 A \$ 0 140,420 (4) (5)                                     |   | D  |                                   |

Common  
Stock

Common Stock    02/02/2009          F    9,384    D    \$ 8.55    131,036    D

Common Stock    02/02/2009          A    10,296<sup>(6)</sup>    A    \$ 0    141,332    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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V    (A)    (D)   | Date Exercisable    Expiration Date                      | Title   |
| Restricted Stock Units                     | \$ 0 <sup>(4)</sup>                                    | 02/02/2009                           |  | M                              |   | 02/02/2009 <u>(7)</u>                                    | Common Stock                                      |
| Restricted Stock Units                     | \$ 0   | 02/02/2009                           |  | M                              |   | 02/02/2009 <u>(7)</u>                                    | Common Stock                                      |
| Employee Stock Option (right to buy)       | \$ 8.55  | 02/02/2009                           |  | A                              | 40,385  | 08/02/2009 <sup>(10)</sup> 02/02/2019                    | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| RISHI SATISH<br>4440 EL CAMINO REAL<br>LOS ALTOS, CA 94022 |               |           | Sr. VP and CFO |       |

## Signatures

/s/Michael Leshkiw, by power of  
attorney

02/04/2009

\_\_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) Reporting Officer is the custodian of a minor's custodial account to which he gifted 700 shares of common stock on December 30, 2008.
- (2) Reporting Officer is the custodian of a minor's custodial account to which he gifted 700 shares of common stock on December 30, 2008.  
  
Includes 9,000 shares represented by restricted stock units ("RSUs"). These 9,000 RSUs reflect the balance of securities beneficially owned following the reported transaction in Table II, row 1 of this report on Form 4. The 9,000 RSUs vest in three equal annual installments beginning on February 1, 2010 or the first trading day after February 1. The initial RSU award was reported in Table II of Form 4 filed with the SEC on February 5, 2008.
- (3) Each RSU represents a contingent right to receive one share of Common Stock of Rambus Inc.  
  
Includes 50,000 shares represented by restricted stock units ("RSUs"). These 50,000 RSUs reflect the balance of securities beneficially owned following the reported transaction in Table II, row 2 of this report on Form 4. The 50,000 RSUs vest in two equal annual installments beginning on February 1, 2010 or the first trading day after February 1. The initial RSU award was reported in Table II of Form 4 filed with the SEC on October 22, 2007.
- (4) Shares are represented by restricted stock units. The RSUs vest in four equal annual installments beginning on February 2, 2010 or the first trading day after February 2.
- (5) Not applicable.
- (6) The balance of unvested RSUs beneficially owned following the reported transaction is 9,000 RSUs and is now being reported in Table 1, row 1 of this report on Form 4.
- (7) The balance of unvested RSUs beneficially owned following the reported transaction is 50,000 RSUs and is now being reported in Table 1, row 2 of this report on Form 4.
- (8) Ten percent of the shares subject to the option vest on August 2, 2009 and one fifty-fourth of the shares shall vest monthly thereafter.
- (9)
- (10)

### Remarks:

As previously reported in the remarks section of Mr. Rishi's Form 4 filing on October 22, 2007, his RSU grant on October 18,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.