

EULAU ROBERT K
Form 4
November 17, 2004

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 *
EULAU ROBERT K

(Last) (First) (Middle)
4440 EL CAMINO
(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)
11/16/2004

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)
Chief Financial Officer

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 or Price		
Common Stock	11/16/2004		M		10,417 A \$ 4.86	26,377	D
Common Stock	11/16/2004		S ⁽¹⁾		10,417 D \$ 20	15,960	D
Common Stock	11/16/2004		M		8,000 A \$ 8.637	23,960	D
Common Stock	11/16/2004		S ⁽¹⁾		8,000 D \$ 20	15,960	D
Common Stock	11/16/2004		M		41,583 A \$ 9.07	57,543	D

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Common Stock 11/16/2004 S⁽¹⁾ 41,583 D \$ 20 15,960 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option 02	\$ 9.07	11/16/2004		M	41,583	11/01/2001 ⁽²⁾ 06/21/2011	Common Stock	41,583
Employee Stock Option 04	\$ 4.86	11/16/2004		M	10,417	10/31/2001 ⁽³⁾ 08/23/2011	Common Stock	10,417
Employee Stock Option 05	\$ 8.637	11/16/2004		M	8,000	10/31/2002 ⁽⁴⁾ 11/21/2012	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EULAU ROBERT K 4440 EL CAMINO LOS ALTOS, CA 94022			Chief Financial Officer	

Signatures

By: Raquel Peasley For: Robert Eulau 11/17/2004

__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) The sale reported on this Form 4 is effective pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 30, 2003.
- (2) This option vests monthly and becomes fully vested on 5/01/2006.
- (3) This option vests monthly and becomes fully vested on 9/30/2006.
- (4) This option vests monthly and becomes fully vested on 9/30/2007.

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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