

EULAU ROBERT K  
Form 4  
January 04, 2005

**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)  
01/04/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/04/2005		M		1,736	A	\$ 4.86
					17,696		
Common Stock	01/04/2005		S <sup>(1)</sup>		1,736	D	\$ 21.6559
					15,960		
Common Stock	01/04/2005		M		1,334	A	\$ 8.637
					17,294		
Common Stock	01/04/2005		S <sup>(1)</sup>		1,334	D	\$ 21.6559
					15,960		
Common Stock	01/04/2005		M		6,930	A	\$ 9.07
					22,890		

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Common Stock      01/04/2005      S<sup>(1)</sup>      6,930      D      \$ 21.6559      15,960      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.**

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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 (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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option 02	\$ 9.07	01/04/2005		M	6,930	11/01/2001 <sup>(2)</sup> 06/21/2011	Common Stock	6,930
Employee Stock Option 04	\$ 4.86	01/04/2005		M	1,736	10/31/2001 <sup>(3)</sup> 08/23/2011	Common Stock	1,736
Employee Stock Option 05	\$ 8.637	01/04/2005		M	1,334	10/31/2002 <sup>(4)</sup> 11/21/2012	Common Stock	1,334

## 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

Robert Eulau      01/04/2005

\*\*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. 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.