

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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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)  
02/01/2008

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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(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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