

HUGHES HAROLD  
Form 4  
February 04, 2009

**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 \*  
**HUGHES HAROLD**

(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)  
President and CEO

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	02/02/2009		M		6,000	A	\$ 0
Common Stock	02/02/2009		A		34,000 (2) (3)	A	\$ 0
					104,000	(1) (2)	D
					138,000		D

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

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SEC 1474  
(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
					(A)	(D)			
Restricted Stock Units	\$ 0	02/02/2009		M		6,000	02/02/2009	<u>(4)</u>	Common Stock
Employee Stock Option (right to buy)	\$ 8.55	02/02/2009		A		132,000	08/02/2009 <sup>(6)</sup>	02/02/2019	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES HAROLD 4440 EL CAMINO REAL LOS ALTOS, CA 94022	X		President and CEO	

## 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) Includes 18,000 shares represented by restricted stock units ("RSUs"). These 18,000 RSUs reflect the balance of securities beneficially owned following the reported transaction in Table II, row 1 of this report on Form 4. The 18,000 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.

(2) Each RSU represents a contingent right to receive one share of Common Stock of Rambus Inc.

(3) Shares are represented by RSUs. The RSUs will vest in four equal annual installments beginning on February 2, 2010 or the first trading day after February 2.

(4) Not applicable.

(5) The balance of unvested RSUs beneficially owned following the reported transaction is 18,000 RSUs and is now being reported in Table 1, row 1 of this report on Form 4.

(6) 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.

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