

Daw Tracy D
Form 4
April 04, 2012

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 *
Daw Tracy D

2. Issuer Name and Ticker or Trading Symbol
REALNETWORKS INC [RNWK]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O 2601 ELLIOTT AVENUE, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Legal Officer/Corp. Sec.

SEATTLE, WA 98121
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	04/02/2012		M	32,574	A \$ 0	36,369	D
Common Stock <u>(2)</u>	04/02/2012		F	8,615	D \$ 0	27,754	D
Common Stock	04/03/2012		S	5,000	D \$ 9.7409	22,754	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 Securities (Instr. 3 and 4)
Restricted Stock Unit Award	\$ 0 ⁽⁴⁾	04/02/2012		M	32,574	04/01/2012 05/31/2018	Common Stock 32,574

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daw Tracy D C/O 2601 ELLIOTT AVENUE SUITE 1000 SEATTLE, WA 98121			Chief Legal Officer/Corp. Sec.	

Signatures

/s/ Laurie Blain, Attorney-in-Fact for Tracy D.

Daw

04/03/2012

**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) Vested restricted stock units were distributed to the reporting person, without payment, in shares of Common Stock on a unit-for-share basis.
- (2) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$9.90 and the lowest price at which shares were sold was \$9.71.
- (4) Converts into Common Stock on a one-for-one basis upon vesting.

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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