

Wan Tim M
Form 3
April 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Wan Tim M

(Last) (First) (Middle)

2601 ELLIOTT
AVENUE, #1000

(Street)

SEATTLE, WA 98121

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/18/2012

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)
Chief Financial Officer/Treas.

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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(Instr. 5)

Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	750	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	1,011	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	1,820	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	2,500	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	833	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	1,541	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	250	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	5,666	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	500	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009 ⁽¹⁾	12/17/2016	Common Stock	415	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	07/01/2011 ⁽²⁾	02/01/2018	Common Stock	37,500	\$ 11.36	D	Â
Employee Stock Option (Right to Buy)	01/25/2010 ⁽³⁾	01/25/2017	Common Stock	15,000	\$ 14.4	D	Â
Employee Stock Option (Right to Buy)	03/21/2010 ⁽⁴⁾	09/21/2016	Common Stock	15,000	\$ 10.44	D	Â
Restricted Stock Unit Award	04/18/2013 ⁽⁵⁾	04/18/2019	Common Stock	16,000	\$ 0 ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wan Tim M 2601 ELLIOTT AVENUE #1000 SEATTLE, WA 98121	Â	Â	Â Chief Financial Officer/Treas.	Â

Signatures

/s/ Tim M. Wan

04/18/2012

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 options are fully vested.
- (2) 12.5% of the options vested on July 1, 2011, and an additional 12.5% of the options will vest upon the completion of each successive six months of employment until the options become fully vested on January 1, 2015.
- (3) 1,875 options vested on July 25, 2010, and an additional 1,875 options will vest upon the completion of each successive six months of employment until the options become fully vested on January 25, 2014.
- (4) 1,875 options vested on March 21, 2010, and an additional 1,875 options will vest upon the completion of each successive six months of employment until the options become fully vested on September 21, 2013.
- (5) 8,000 restricted stock units will vest on April 18, 2013, and an additional 4,000 restricted stock units will vest on each of October 18, 2013 and April 18, 2014, subject to the continued employment of the reporting person through such dates.
- (6) Converts into Common Stock on a unit-for-share 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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