

RAMBUS INC

Reported by
STARK LAURA

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/03/17 for the Period Ending 02/01/17

Address	1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089
Telephone	408-462-8000
CIK	0000917273
Symbol	RMBS
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
STARK LAURA			RAMBUS INC [RMBS]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, GM ESD		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
1050 ENTERPRISE WAY, SUITE 700			2/1/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SUNNYVALE, CA 94089						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/1/2017		F		2667	D	\$12.80	161154	D	
Common Stock	2/1/2017		A		24388 (1)	A	\$0.00	185542	D	
Common Stock	2/1/2017		A		28432 (2)	A	\$0.00	213974	D	
Common Stock	2/2/2017		F		1595	D	\$12.67	212379	D	
Common Stock	2/2/2017		M		884	A	\$8.55	213263	D	
Common Stock	2/2/2017		M		1333	A	\$7.31	214596	D	
Common Stock	2/2/2017		M		1238	A	\$5.46	215834	D	
Common Stock	2/2/2017		M		555	A	\$8.76	216389	D	
Common Stock	2/2/2017		S (3)		4010	D	\$12.71 (4)	212379	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee stock option (right to buy)	\$12.80	2/1/2017		A		38202		8/1/2017 (5)	2/1/2027	Common Stock	38202	\$0.00	38202	D	
Employee stock option (right to buy)	\$8.55	2/2/2017		M		884		8/2/2009 (6)	2/2/2019	Common Stock	884	\$0.00	18581	D	
Employee stock option (right to buy)	\$7.31	2/2/2017		M		1333		8/1/2012 (7)	2/1/2022	Common Stock	1333	\$0.00	28000	D	
Employee stock option (right to buy)	\$5.46	2/2/2017		M		1238		8/1/2013 (8)	2/1/2023	Common Stock	1238	\$0.00	38857	D	
Employee stock option (right to buy)	\$8.76	2/2/2017		M		555		8/3/2014 (9)	2/3/2024	Common Stock	555	\$0.00	45000	D	

Explanation of Responses:

- Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of RMBS common stock. The 1) restricted stock units vest in four equal annual installments beginning on February 1, 2018.
- Shares are represented by performance stock units. Each performance stock unit represents a contingent right to receive one share of RMBS common stock. 2) The performance stock units vest in full on February 1, 2019 based upon assessed achievement of the Company's targeted pro forma operating margin for Fiscal Year 2016 and continued service to the Company through the vest date.

- (3) The sales reported on this Form 4 are pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 5, 2016.
- (4) All shares were sold at an exact sale price of \$12.71.
- (5) One tenth of the shares subject to the option vest on August 1, 2017 and the remaining shares vest in equal monthly installments until they are fully vested on February 1, 2021.
- (6) Ten percent of the shares subject to the option vested on August 2, 2009 and the remaining shares vested monthly thereafter until fully vested on February 2, 2014.
- (7) Ten percent of the shares subject to the option vested on August 1, 2012 and the remaining shares vested monthly thereafter until fully vested on February 1, 2016.
- (8) Ten percent of the shares subject to the option vested on August 1, 2013 and the remaining shares vested monthly thereafter until fully vested on February 1, 2017.
- (9) Ten percent of the shares subject to the option vested on August 3, 2014 and the remaining shares vested monthly thereafter until fully vested on February 3, 2018.

Remarks:
 Transactions reported in Table 1, Code F reflect securities withheld to cover the tax liability for restricted stock units that vested on the respective transaction dates reported.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARK LAURA 1050 ENTERPRISE WAY, SUITE 700 SUNNYVALE, CA 94089			SVP, GM ESD	

Signatures

/s/William Krause, by power of attorney

2/3/2017

**Signature of Reporting Person

Date

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

* 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).

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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