

DAVIDOW WILLIAM H

Form 4

May 10, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIDOW WILLIAM H

(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)

05/06/2005

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)

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 Beneficial Ownership (Instr. 4)
Common Stock	05/06/2005		M	17,916 A	\$ 6.98 94,316	D	
Common Stock	05/06/2005		S	17,916 D	\$ 14.0666 76,400	D	
Common Stock	05/06/2005		M	12,916 A	\$ 4.719 89,316	D	
Common Stock	05/06/2005		S	12,916 D	\$ 14.0666 76,400	D	
Common Stock					60,000	I	By Trust
					664,572	I	

Common
StockBy
Family
Trust

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

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(9-02)**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)	8. P Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option 05	\$ 6.98	05/06/2005		M	17,916	04/01/2002 ⁽¹⁾	10/01/2011	CS	17,916
Director Stop Option 06	\$ 4.719	05/06/2005		M	12,916	11/01/2002 ⁽²⁾	10/01/2012	CS	12,916

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIDOW WILLIAM H 4440 EL CAMINO REAL LOS ALTOS, CA 94022	X			

Signatures

Robert K Eulau,
Attorney-in-Fact 05/10/2005

**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) This option vested monthly and all of the remaining outstanding and exercisable shares were exercised in this transaction. The remaining 2,084 shares for this grant were cancelled on Mr. Davidow's termination date from Rambus's Board of Directors on 5/4/05.
- (2) This option vested monthly and all of the remaining outstanding and exercisable shares were exercised in this transaction. The remaining 7,084 shares for this grant were cancelled on Mr. Davidow's termination date from Rambus's Board of Directors on 5/4/05.

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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