KIMBALL ROBERT R

Form 4 January 04, 2011

FORM 4

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

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A KIMBALL	Symbol	2. Issuer Name and Ticker or Trading Symbol REALNETWORKS INC [RNWK]				5. Relationship of Reporting Person(s) to Issuer			
			of Earliest Transaction n/Day/Year) /2011				_X_ Director _X_ Officer (giv		6 Owner er (specify
	(Street)	4 If Am	4. If Amendment, Date Original				below) President and CEO 6. Individual or Joint/Group Filing(Check		
	(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
SEATTLE,	WA 98121						Form filed by Person	More than One Re	eporting
(City)	(State) ((Zip) Tab	le I - Non-D	erivative S	Securit	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securit on(A) or Di (D) (Instr. 3,	sposed 4 and 3 (A) or	l of	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	01/01/2011(1)		Code V M	Amount 15,625	(D)	Price \$ 0	49,764	D	
Common Stock	01/01/2011(2)		F	4,789	D	\$0	44,975	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)	ransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit Award	\$ 0 (3)	01/01/2011		M		15,625	01/01/2011(4)	09/09/2017	Common Stock	15,6

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KIMBALL ROBERT R 2601 ELLIOTT AVENUE, #1000 SEATTLE, WA 98121	X		President and CEO				

Signatures

/s/ Robert

Kimball 01/04/2011

**Signature of Person

Date

Reporting Person

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) Converts into Common Stock on a one-for-one basis upon vesting.
- 12.5% of the restricted stock units are scheduled to vest on 01/01/11, and an additional 12.5% of the restricted stock units are scheduled
 (4) to vest upon the completion of each successive six months of employment until the restricted stock units become fully vested on 07/01/14.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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