Edgar Filing: REALNETWORKS INC - Form 4

| REALNETW | ORKS INC | | | | | | | | | | | |
|---|---|---|--|--|--------|---------------------|---|---|---|--|--|--|
| Form 4 September 30 | 2011 | | | | | | | | | | | |
| September 30, 2011 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5 | | | | | |
| (Print or Type R | esponses) | | | | | | | | | | | |
| KLEIN JONATHAN D Sym | | | Issuer Name and Ticker or Trading nbol EALNETWORKS INC [RNWK] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| (Last) (First) (Middle) 3. Date of I | | | f Earliest Tra | Earliest Transaction | | | (Check all applicable) | | | | | |
| | | | (Month/Day/Year) 09/30/2011 | | | | | X_ Director10% Owner Officer (give titleOther (specify below)below) | | | | |
| | | | mendment, Date Original /onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| NEW YORK | K, NY 10013 | | | | | | Form filed by N Person | | | | | |
| (City) | (State) (| Zip) Tab | le I - Non-D | erivative S | Securi | ties Acc | quired, Disposed of | f, or Beneficial | ly Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | on(A) or Di (D) (Instr. 3, Amount | spose | d of 5) Price | 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 | 09/30/2011 | | А | 1,275 (1) | А | \$ 8.43 | 16,027 <u>(2)</u> | D | | | | |

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

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

 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. Transac Code (Instr. 8 | tionN of S) D So A (A D of (I | orNumber Expiration | | | ate | te Amount of | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|------------------------------------|---|---------------------|--|---------------------|--------------------|--------------|--|---|--|
| | | | | Code V | V (# | A) (I | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Addr | ess | Relationships | | | | | | | |
|--|------------|---------------|---------|-------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |
| KLEIN JONATHAN D 75 VARICK STREET NEW YORK, NY 10013 | Х | | | | | | | | |
| Signatures | | | | | | | | | |
| /s/ Jonathan D. Klein | 09/30/2011 | | | | | | | | |
| **Signature of | 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) Acquired pursuant to the RealNetworks, Inc. 2007 Director Compensation Stock Plan, a sub-plan administered under the RealNetworks, Inc. 2005 Stock Incentive Plan, as amended and restated effective December 17, 2009.
- (2) On August 30, 2011, a 1-for-4 reverse split of RealNetworks, Inc.'s common stock became effective, resulting in the adjustment of the reporting person's holdings to reflect the reverse stock split.

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.

Reporting Person