Edgar Filing: LUNSFORD MICHAEL C - Form 4

LUNSFORD Form 4	MICHAEL C										
December 28	3, 2011										
FORM	14									PPROVAL	
	UNITED	STATES		ITIES AN hington, 1			NGE (COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	er STATE 6.	MENT O	F CHAN	Expires: Estimated a burden hou response	irs per						
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)										
LUNSFORD MICHAEL C Symbol REA (Last) (First) (Middle) 3. Da (Mon			2. Issuer Name and Ticker or Trading Symbol REALNETWORKS INC [RNWK]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				3. Date of Earliest Transaction							
			(Month/Da 12/27/20	ay/Year)	iisaction			Director 10% Owner Officer (give title Other (specify below) below) below) Executive Vice President			
				ndment, Date Original hth/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 			
SEATTLE,	WA 90121							Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5))	SecuritiesIBeneficially()OwnedIFollowing()	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	12/27/2011			М	1,919	А	\$0	6,516 <u>(2)</u>	D		
Common Stock (3)	12/27/2011			F	507	D	\$0	6,009 <u>(2)</u>	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. Transacti Code (Instr. 8)	5. Number onof 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Unit Award	\$ 0 <u>(4)</u>	12/27/2011		М	1,919 (2)	06/24/2009 <u>(5)</u>	06/24/2015	Common Stock	1,919 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
LUNSFORD MICHAEL C 2601 ELLIOTT AVENUE SUITE 1000 SEATTLE, WA 98121			Executive Vice President				
Signatures							

Signatures

/s/ Michael 12/28/2011 Lunsford **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).
- Vested restricted stock units were distributed to the reporting person, without payment, in shares of Common Stock on a unit-for-share (1) basis.
- On August 23, 2011, the issuer paid a special dividend of \$1.00 per share to its shareholders and on August 30, 2011, a 1-for-4 reverse (2) split of the issuer's common stock became effective, resulting in the adjustment of the reporting person's holdings to reflect the special dividend and reverse stock split.
- (3) Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
- (4) Converts into Common Stock on a one-for-one basis upon vesting.
- 1,919 restricted stock units vest on 06/24/2009, and an additional 1,919 restricted stock units vest at the expiration of each successive 6 (5) months of employment thereafter until the award becomes fully vested on 12/24/2012.

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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