

Parham Michael
Form 3
May 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Parham Michael

(Last) (First) (Middle)

2601 ELLIOTT AVENUE

(Street)

SEATTLE, WA 98121

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/25/2013

3. Issuer Name and Ticker or Trading Symbol
REALNETWORKS INC [RNWK]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
SVP General Counsel

5. If Amendment, Date Original
Filed(Month/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 Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Employee Stock Option (Right to Buy)	12/17/2010 ⁽¹⁾	12/17/2016	Common Stock	527	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	06/01/2011 ⁽¹⁾	12/17/2016	Common Stock	950	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 ⁽¹⁾	12/17/2016	Common Stock	296	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 ⁽¹⁾	12/17/2016	Common Stock	500	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 ⁽¹⁾	12/17/2016	Common Stock	1,983	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 ⁽¹⁾	12/17/2016	Common Stock	760	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 ⁽¹⁾	12/17/2016	Common Stock	11,666	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 ⁽¹⁾	12/17/2016	Common Stock	1,916	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 ⁽¹⁾	12/17/2016	Common Stock	1,000	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	02/01/2012 ⁽¹⁾	12/17/2016	Common Stock	1,500	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	03/28/2013 ⁽²⁾	09/28/2019	Common Stock	30,000	\$ 8.32	D	Â
Employee Stock Option (Right to Buy)	09/24/2013 ⁽³⁾	08/16/2019	Common Stock	70,000	\$ 7.99	D	Â
Restricted Stock Unit Award	09/24/2013 ⁽³⁾	09/24/2016	Common Stock	10,000	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Unit Award	06/01/2013 ⁽⁵⁾	06/01/2014	Common Stock	11,650	\$ 0 ⁽⁴⁾	D	Â
Restricted Stock Unit Award	08/22/2013 ⁽⁶⁾	08/22/2013	Common Stock	3,136	\$ 0 ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parham Michael 2601 ELLIOTT AVENUE SEATTLE, WA 98121	Â	Â	Â SVP General Counsel	Â

Signatures

/s/ Drew
Markham

05/03/2013

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The options are fully vested.
12.5% of the shares subject to the stock option shall vest on March 28, 2013; an additional 12.5% of the shares shall vest upon the
- (2) completion of each successive six months of employment thereafter, such that the option will become fully vested on September 28, 2016.
- (3) 25% of the shares subject to the stock options or restricted stock units, as the case may be, vest on September 24, 2013 and an additional 12.5% vest upon the completion of each successive six months of employment until fully vested on September 24, 2016.
- (4) Converts into Common Stock on a unit-for-share basis upon vesting.
- (5) 50% of the restricted stock units vest on June 1, 2013 and an additional 25% of the restricted stock units vest upon the completion of each successive six months of employment until the restricted stock units become fully vested on June 1, 2014.
- (6) The restricted stock units will fully vest on August 22, 2013.

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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