REALNETWORKS INC

Form 4

September 23, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

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0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ROBERTS JANICE M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

REALNETWORKS INC [RNWK]

(Check all applicable)

1501 1ST AVENUE S., SUITE 600

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 09/22/2014

X_ Director 10% Owner Other (specify Officer (give title

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SEATTLE, WA 98134

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

SEC 1474

(9-02)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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	Derivative Security			or Dis (D) (Instr. and 5)		f			
			Code	V (A)	(D)) Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy)	\$ 7.23	09/22/2014	A	15,0	00	09/22/2015(1)	09/22/2021	Common Stock	15,0
Restricted Stock Unit	\$ 0 (2)	09/22/2014	A	6,22	4	09/22/2015(3)	<u>(3)</u>	Common Stock	6,22

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
ROBERTS JANICE M 1501 1ST AVENUE S. SUITE 600 SEATTLE, WA 98134	X					

Signatures

/s/ Drew G. Markham,
Attorney-in-Fact
09/22/2014

**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).
- The shares subject to the option grant will vest and become exercisable in 12 substantially equal monthly installments until the option (1) becomes fully vested and exercisable on the first anniversary of the date of grant, provided that the reporting individual continues to serve as a director of RealNetworks through such date.
- (2) Each restricted stock unit represents a contingent right to receive one share of RealNetworks common stock.
- The restricted stock units vest in 12 substantially equal monthly installments until fully vested on the first anniversary of the grant date,
- (3) provided that the reporting person continues to serve as a director through such date. The share distribution date applicable to the restricted stock units is the sooner to occur of (1) the first anniversary of the date of grant or (2) the date of separation from the Board.

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 Owners 2