

KIMBALL ROBERT R

Form 4

May 04, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIMBALL ROBERT R

(Last) (First) (Middle)

2601 ELLIOTT AVENUE, #1000

(Street)

SEATTLE, WA 98121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

REALNETWORKS INC [RNWK]

3. Date of Earliest Transaction
(Month/Day/Year)

05/02/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP General Counsel Secretary

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2006		S		1,182	D	\$ 10.02	188		D
Common Stock	05/02/2006		S		188	D	\$ 9.88	0		D
Common Stock	05/02/2006		M		20,000	A	\$ 3.76	20,000		D
Common Stock	05/02/2006		S		20,000	D	\$ 10.16	0		D
Common Stock	05/02/2006		M		20,000	A	\$ 3.76	20,000		D

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Common Stock	05/02/2006	S	20,000	D	\$ 10.14	0	D
Common Stock	05/02/2006	M	15,000	A	\$ 3.23	15,000	D
Common Stock	05/02/2006	S	15,000	D	\$ 10.02	0	D
Common Stock	05/02/2006	M	20,000	A	\$ 3.23	20,000	D
Common Stock	05/02/2006	S	20,000	D	\$ 10	0	D
Common Stock	05/02/2006	M	15,000	A	\$ 3.23	15,000	D
Common Stock	05/02/2006	S	15,000	D	\$ 9.9	0	D
Common Stock	05/02/2006	M	10,000	A	\$ 3.23	10,000	D
Common Stock	05/02/2006	S	10,000	D	\$ 9.95	0	D

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

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SEC 1474
(9-02)

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)	5. Number of 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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.76	05/02/2006		M		20,000		01/27/2003 ⁽¹⁾	08/05/2022	Common Stock	20,000
Employee Stock	\$ 3.76	05/02/2006		M		20,000		01/27/2003 ⁽¹⁾	08/05/2022	Common Stock	20,000

Option
(Right to
Buy)

Employee
Stock

Option (Right to Buy)	\$ 3.23	05/02/2006	M	15,000	11/01/2002 ⁽²⁾	01/27/2023	Common Stock	15,0
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Employee
Stock

Option (Right to Buy)	\$ 3.23	05/02/2006	M	20,000	11/01/2002 ⁽²⁾	01/27/2023	Common Stock	20,0
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Employee
Stock

Option (Right to Buy)	\$ 3.23	05/02/2006	M	15,000	11/01/2002 ⁽²⁾	01/27/2023	Common Stock	15,0
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Employee
Stock

Option (Right to Buy)	\$ 3.23	05/02/2006	M	10,000	11/01/2002 ⁽²⁾	01/27/2023	Common Stock	10,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIMBALL ROBERT R 2601 ELLIOTT AVENUE, #1000 SEATTLE, WA 98121			SVP General Counsel Secretary	

Signatures

/s/Robert Kimball 05/04/2006

__Signature of 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) 10% of the options vest on July 27, 2003, and an additional 10% of the options vest upon the completion of each successive six months of employment thereafter until the options are fully vested on January 27, 2008.

(2) 10% of the options vest on November 1, 2002, and an additional 10% of the options vest upon the completion of each successive six months of employment thereafter until the options are fully vested on May 1, 2007.

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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