

Trempont Dominique
Form 4
October 25, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Trempont Dominique

(Last) (First) (Middle)

C/O 2601 ELLIOTT AVENUE, SUITE 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)
10/21/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	10/21/2010		M	2,467 A	\$ 0 2,467	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)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy) ⁽²⁾	\$ 3.04	10/21/2010		A	4,166	10/21/2010 ⁽³⁾ 10/21/2017	Common Stock
Restricted Stock Unit Award ⁽⁴⁾	\$ 0 ⁽⁵⁾	10/21/2010		A	2,467	10/21/2010 ⁽⁶⁾ 10/21/2017	Common Stock
Restricted Stock Unit Award ⁽⁴⁾	\$ 0 ⁽⁵⁾	10/21/2010		M	2,467	10/21/2010 ⁽⁶⁾ 10/21/2017	Common Stock
Stock Option (Right to Buy)	\$ 3.04	10/21/2010		A	25,000	11/21/2010 ⁽⁷⁾ 10/21/2017	Common Stock
Restricted Stock Unit Award	\$ 0 ⁽⁵⁾	10/21/2010		A	14,802	10/21/2011 ⁽⁸⁾ 10/21/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trempont Dominique C/O 2601 ELLIOTT AVENUE SUITE 1000 SEATTLE, WA 98121	X			

Signatures

/s/ Tracy D. Daw, 10/25/2010
 Attorney-in-Fact

**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).
- (1) Vested restricted stock units were distributed to the reporting individual, without payment, in shares of Common Stock on a unit-for-share basis.

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- (2) The options were awarded as compensation for Board service commencing prior to the 2010 annual meeting of shareholders.
- (3) The options are fully vested on the grant date.
- (4) The restricted stock units were awarded as compensation for Board service commencing prior to the 2010 annual meeting of shareholders.
- (5) Converts into Common Stock on a one-for-one basis on the share distribution date.
- (6) The restricted stock units were fully vested and settled on the grant date.

(7) The options will vest and become exercisable in 12 substantially equal monthly installments until the options become fully vested and exercisable on the first anniversary of the grant date, provided that the reporting individual continues to serve as a director of RealNetworks through such date.

(8) The restricted stock units will vest in 12 substantially equal monthly installments until the restricted stock units become fully vested on the first anniversary of the grant date, provided that the reporting individual continues to serve as a director of RealNetworks 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 grant date, 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.