

Eggers Michael R
Form 3
February 22, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Eggers Michael R

(Last) (First) (Middle)

2601 ELLIOTT AVENUE,
#1000

(Street)

SEATTLE,Â WAAÂ 98121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/14/2006

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Sr. Vice President & CFO

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)

Common Stock

892

D Â

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

SEC 1473 (7-02)

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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

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

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

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

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	04/05/2000 ⁽¹⁾	10/09/2018	Common Stock	20,000	\$ 6.75	D	Â
Employee Stock Option (Right to Buy)	02/16/2006 ⁽²⁾	08/05/2022	Common Stock	10,000	\$ 3.76	D	Â
Employee Stock Option (Right to Buy)	11/01/2003 ⁽³⁾	07/24/2023	Common Stock	25,000	\$ 6.12	D	Â
Employee Stock Option (Right to Buy)	03/29/2004 ⁽⁴⁾	10/03/2023	Common Stock	30,000	\$ 6.63	D	Â
Employee Stock Option (Right to Buy)	08/11/2004 ⁽⁵⁾	02/11/2024	Common Stock	14,000	\$ 5.75	D	Â
Employee Stock Option (Right to Buy)	02/01/2005 ⁽⁶⁾	01/18/2025	Common Stock	40,000	\$ 5.84	D	Â
Employee Stock Option (Right to Buy)	09/01/2002 ⁽⁷⁾	08/31/2021	Common Stock	31,300	\$ 7.22	D	Â
Employee Stock Option (Right to Buy)	04/01/2001 ⁽¹⁾	08/31/2021	Common Stock	35,000	\$ 7.22	D	Â
Employee Stock Option (Right to Buy)	09/01/2001 ⁽¹⁾	08/31/2021	Common Stock	6,300	\$ 7.22	D	Â
Employee Stock Options (Right to Buy)	08/14/2006 ⁽⁸⁾	02/14/2013	Common Stock	100,000	\$ 8.53	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eggers Michael R 2601 ELLIOTT AVENUE, #1000 SEATTLE, WA 98121	Â	Â	Â Sr. Vice President & CFO	Â

Signatures

/s/ Michael R.
Eggers

02/22/2006

 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.

(2) 2,500 options vested on February 16, 2006, and an additional 2,500 options will vest upon the completion of each successive six months of employment until the options are fully vested on August 16, 2007.

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- (3) 12,500 options are currently vested, 2,500 options will vest on August 16, 2006, and an additional 2,500 options will vest upon the completion of each successive six months of employment until the options are fully vested on August 16, 2008.
- (4) 12,000 options are currently vested, 3,000 options will vest on July 14, 2006, and an additional 3,000 options will vest upon the completion of each successive six months of employment until the options are fully vested on January 14, 2009.
- (5) 2,000 options will vest on May 29, 2006, and an additional 2,000 options will vest upon the completion of each successive six months of employment until the options are fully vested on May 29, 2009.
- (6) 8,000 options are currently vested, 4,000 options will vest on May 19, 2006, and an additional 4,000 options will vest upon the completion of each successive six months of employment until the options are fully vested on November 19, 2009.
- (7) 28,170 options are currently vested, and 3,130 options will vest on June 16, 2006.
- (8) 12,500 options will vest on August 14, 2006, and an additional 12,500 options will vest upon the completion of each successive six months of employment until the options are fully vested on February 14, 2010.

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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