

REALNETWORKS INC
Form 3
August 27, 2007

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Williams Robert John		(Month/Day/Year)	REALNETWORKS INC [RNWK]	
(Last)	(First)	(Middle)	08/16/2007	
2601 ELLIOTT AVENUE,Â SUITE 1000			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SEATTLE,Â WAÂ 98121			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Sr. VP, Music Products	

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

SEC 1473 (7-02)

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 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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Employee Stock Option (Right to Buy)	07/08/2005 ⁽¹⁾	07/05/2012	Common Stock	100,000	\$ 5	D	Â
Employee Stock Option (Right to Buy)	03/15/2006 ⁽²⁾	03/15/2013	Common Stock	20,000	\$ 8.27	D	Â
Employee Stock Option (Right to Buy)	11/09/2006 ⁽³⁾	11/09/2013	Common Stock	50,000	\$ 11.38	D	Â
Employee Stock Option (Right to Buy)	04/06/2007 ⁽⁴⁾	04/06/2014	Common Stock	135,000	\$ 7.69	D	Â
Employee Stock Option (Right to Buy)	08/16/2007 ⁽⁵⁾	08/16/2014	Common Stock	70,000	\$ 5.65	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Robert John 2601 ELLIOTT AVENUE SUITE 1000 SEATTLE, WA 98121	Â	Â	Â Sr. VP, Music Products	Â

Signatures

/s/ Robert J. Williams
08/21/2007

__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) 20% of the options became vested on 07/05/2006, and an additional 10% of the options vest upon the completion of each successive six months of employment until the options become fully vested on 07/05/2010.
 - (2) 12.5% of the options became vested on 07/01/2006, and an additional 12.5% of the options vest upon the completion of each successive six months of employment until the options become fully vested on 01/01/2010.
 - (3) 12.5% of the options became vested on 05/09/2007, and an additional 12.5% of the options vest upon the completion of each successive six months of employment until the options become fully vested on 11/09/2010.
 - (4) 12.5% of the options will vest on 10/06/07, and an additional 12.5% of the options vest upon the completion of each successive six months of employment until the options become fully vested on 04/06/2011.
 - (5) 12.5% of the options will become vested on 2/16/08, and an additional 12.5% of the options will vest upon the completion of each successive six months of employment thereafter until the options become fully vested on 8/16/2011.

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.