

Daw Tracy D
 Form 3
 September 16, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 | |
| Daw Tracy D | | (Month/Day/Year) | REALNETWORKS INC [RNWK] | |
| (Last) | (First) | (Middle) | 09/09/2010 | |
| C/O 2601 ELLIOTT AVENUE, SUITE 1000 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SEATTLE, WA 98121 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Chief Legal Officer/Corp. Sec. | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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 | 8,146 | D | |

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

Edgar Filing: Daw Tracy D - Form 3

| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|----------------------------|-----------------|--------------|----------------------------|----------------------|----------------------------|---|
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽¹⁾ | 12/17/2016 | Common Stock | 13,333 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽²⁾ | 12/17/2016 | Common Stock | 60,000 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽³⁾ | 12/17/2016 | Common Stock | 3,162 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽⁴⁾ | 12/17/2016 | Common Stock | 11,100 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽⁵⁾ | 12/17/2016 | Common Stock | 11,100 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽⁶⁾ | 12/17/2016 | Common Stock | 11,100 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽⁷⁾ | 12/17/2016 | Common Stock | 5,333 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽⁸⁾ | 12/17/2016 | Common Stock | 8,000 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 06/17/2010 ⁽⁹⁾ | 12/17/2016 | Common Stock | 5,000 | \$ 3.63 | D | Â |
| Employee Stock Option (Right to Buy) | 01/25/2010 ⁽¹⁰⁾ | 01/25/2017 | Common Stock | 110,000 | \$ 4.6 | D | Â |
| Employee Stock Option (Right to Buy) | 02/18/2011 ⁽¹¹⁾ | 09/09/2017 | Common Stock | 160,000 | \$ 2.89 | D | Â |
| Restricted Stock Unit Award | 02/22/2011 ⁽¹²⁾ | 02/22/2015 | Common Stock | 6,873 | \$ 0 ⁽¹³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Daw Tracy D C/O 2601 ELLIOTT AVENUE SUITE 1000 SEATTLE, WA 98121 | Â | Â | Â Chief Legal Officer/Corp. Sec. | Â |

Signatures

/s/ Tracy D. Daw 09/16/2010

**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) 7,500 options became vested on June 17, 2010, and the remaining 5,833 options are scheduled to vest on December 17, 2010, subject to the reporting individual's continued employment by RealNetworks through such date.
- (2) 30,000 options became vested on June 17, 2010, and the remaining 30,000 options are scheduled to vest on December 17, 2010, subject to the reporting individual's continued employment by RealNetworks through such date.
- (3) 1,581 options became vested on June 17, 2010, and the remaining 1,581 options are scheduled to vest on December 17, 2010, subject to the reporting individual's continued employment by RealNetworks through such date.
- (4) 5,550 options became vested on June 17, 2010, and the remaining 5,500 options are scheduled to vest on December 17, 2010, subject to the reporting individual's continued employment by RealNetworks through such date.
- (5) 5,550 options became vested on June 17, 2010, and the remaining 5,500 options are scheduled to vest on December 17, 2010, subject to the reporting individual's continued employment by RealNetworks through such date.
- (6) 5,550 options became vested on June 17, 2010, and the remaining 5,500 options are scheduled to vest on December 17, 2010, subject to the reporting individual's continued employment by RealNetworks through such date.
- (7) 2,667 options became vested on June 17, 2010, and the remaining 2,666 options are scheduled to vest on December 17, 2010, subject to the reporting individual's continued employment by RealNetworks through such date.
- (8) 3,000 options became vested on June 17, 2010, 1,000 options are scheduled to vest on September 18, 2010, 2,000 options are scheduled to vest on December 17, 2010, and 1,000 options are scheduled to vest on each of March 18, 2011 and September 18, 2011, subject to the reporting individual's continued employment by RealNetworks through such date.
- (9) 2,188 options became vested on June 17, 2010, 625 options became vested on July 18, 2010, 1,562 options are scheduled to vest on December 17, 2010, and 625 options are scheduled to vest on January 18, 2011, subject to the reporting individual's continued employment by RealNetworks through such date.
- (10) 13,750 options became vested on July 25, 2010, and an additional 13,750 options are scheduled to vest upon the completion of each successive six months of employment thereafter until the options become fully vested on January 25, 2014, subject to the reporting individual's continued employment by RealNetworks through such date.
- (11) 20,000 options are scheduled to vest on February 18, 2011 and an additional 20,000 options are scheduled to vest upon the completion of each successive six months of employment thereafter until the options become fully vested on August 18, 2014, subject to the reporting individual's continued employment by RealNetworks through such date.
- (12) 2,291 restricted stock units are scheduled to vest on February 22, 2011, and an additional 2,291 restricted stock units are scheduled to vest upon the completion of each successive six months of employment thereafter, until the restricted stock units become fully vested on February 22, 2012, subject to the reporting individual's continued employment by RealNetworks through such date.
- (13) Converts into Common Stock on a one-for-one basis upon vesting.

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.