

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Eggers Michael R | | (Month/Day/Year) | REALNETWORKS INC [RNWK] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/14/2006 | | |
| 2601 ELLIOTT AVENUE, #1000 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Sr. Vice President & CFO | |
| SEATTLE,Â WAAÂ 98121 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <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 | 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) | 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 | | | |

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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. 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.