

Parham Michael  
Form 3  
May 03, 2013

**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 <b>and</b> Ticker or Trading Symbol	
Â Parham Michael		(Month/Day/Year)	REALNETWORKS INC [RNWK]	
(Last)	(First)	(Middle)	04/25/2013	
2601 ELLIOTT AVENUE			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
			SVP General Counsel	

**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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Employee Stock Option (Right to Buy)	12/17/2010 <sup>(1)</sup>	12/17/2016	Common Stock	527	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	06/01/2011 <sup>(1)</sup>	12/17/2016	Common Stock	950	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 <sup>(1)</sup>	12/17/2016	Common Stock	296	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 <sup>(1)</sup>	12/17/2016	Common Stock	500	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 <sup>(1)</sup>	12/17/2016	Common Stock	1,983	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 <sup>(1)</sup>	12/17/2016	Common Stock	760	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 <sup>(1)</sup>	12/17/2016	Common Stock	11,666	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 <sup>(1)</sup>	12/17/2016	Common Stock	1,916	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2010 <sup>(1)</sup>	12/17/2016	Common Stock	1,000	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	02/01/2012 <sup>(1)</sup>	12/17/2016	Common Stock	1,500	\$ 10.52	D	Â
Employee Stock Option (Right to Buy)	03/28/2013 <sup>(2)</sup>	09/28/2019	Common Stock	30,000	\$ 8.32	D	Â
Employee Stock Option (Right to Buy)	09/24/2013 <sup>(3)</sup>	08/16/2019	Common Stock	70,000	\$ 7.99	D	Â
Restricted Stock Unit Award	09/24/2013 <sup>(3)</sup>	09/24/2016	Common Stock	10,000	\$ 0 <sup>(4)</sup>	D	Â
Restricted Stock Unit Award	06/01/2013 <sup>(5)</sup>	06/01/2014	Common Stock	11,650	\$ 0 <sup>(4)</sup>	D	Â
Restricted Stock Unit Award	08/22/2013 <sup>(6)</sup>	08/22/2013	Common Stock	3,136	\$ 0 <sup>(4)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parham Michael 2601 ELLIOTT AVENUE SEATTLE, WA 98121	Â	Â	Â SVP General Counsel	Â

## Signatures

/s/ Drew  
Markham

05/03/2013

\_\_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.  
12.5% of the shares subject to the stock option shall vest on March 28, 2013; an additional 12.5% of the shares shall vest upon the
  - (2) completion of each successive six months of employment thereafter, such that the option will become fully vested on September 28, 2016.
  - (3) 25% of the shares subject to the stock options or restricted stock units, as the case may be, vest on September 24, 2013 and an additional 12.5% vest upon the completion of each successive six months of employment until fully vested on September 24, 2016.
  - (4) Converts into Common Stock on a unit-for-share basis upon vesting.
  - (5) 50% of the restricted stock units vest on June 1, 2013 and an additional 25% of the restricted stock units vest upon the completion of each successive six months of employment until the restricted stock units become fully vested on June 1, 2014.
  - (6) The restricted stock units will fully vest on August 22, 2013.

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.