Daw Tracy D
Form 3
September 16, 2010

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 Daw Tracy D

(Last) (First) (Middle)

C/O 2601 ELLIOTT AVENUE,Â SUITE 1000

(Street)

SEATTLE,Â WAÂ 98121

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/09/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Chief Legal Officer/Corp. Sec.

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

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	8,146	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			

		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,Â WAÂ 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.
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