Wan Tim M
Form 3
April 23, 2012

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 Wan Tim M

(Last) (First) (Middle)

2601 ELLIOTT AVENUE,Â #1000

(Street)

SEATTLE,Â WAÂ 98121

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/18/2012

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 Financial Officer/Treas.

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)

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) 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)	12/17/2009[(1)]	12/17/2016	Common Stock	750	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	1,011	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	1,820	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	2,500	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	833	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	1,541	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	250	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	5,666	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	500	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	12/17/2009[(1)]	12/17/2016	Common Stock	415	$ 10.52	D	Â
Employee Stock Option (Right to Buy)	07/01/2011[(2)]	02/01/2018	Common Stock	37,500	$ 11.36	D	Â
Employee Stock Option (Right to Buy)	01/25/2010[(3)]	01/25/2017	Common Stock	15,000	$ 14.4	D	Â
Employee Stock Option (Right to Buy)	03/21/2010[(4)]	09/21/2016	Common Stock	15,000	$ 10.44	D	Â
Restricted Stock Unit Award	04/18/2013[(5)]	04/18/2019	Common Stock	16,000	$ 0 [(6)]	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wan Tim M 2601 ELLIOTT AVENUE #1000 SEATTLE,Â WAÂ 98121	Â	Â	Â Chief Financial Officer/Treas.	Â

Signatures

/s/ Tim M. Wan 04/18/2012

**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) 12.5% of the options vested on July 1, 2011, and an additional 12.5% of the options will vest upon the completion of each successive six months of employment until the options become fully vested on January 1, 2015.

(3) 1,875 options vested on July 25, 2010, and an additional 1,875 options will vest upon the completion of each successive six months of employment until the options become fully vested on January 25, 2014.

(4) 1,875 options vested on March 21, 2010, and an additional 1,875 options will vest upon the completion of each successive six months of employment until the options become fully vested on September 21, 2013.

(5) 8,000 restricted stock units will vest on April 18, 2013, and an additional 4,000 restricted stock units will vest on each of October 18, 2013 and April 18, 2014, subject to the continued employment of the reporting person through such dates.

(6) Converts into Common Stock on a unit-for-share 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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