

Nielsen Thomas Bruun
Form 3
November 10, 2011

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 *

Â Nielsen Thomas Bruun

(Last) (First) (Middle)

2601 ELLIOTT
AVENUE,Â SUITE 1000

(Street)

SEATTLE,Â WAÂ 98121

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/09/2011

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)
President and CEO

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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information contained in this form are not
required to respond unless the form displays a
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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)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

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)

(Instr. 5)

Employee Stock Option (Right to Buy)	11/09/2012 ⁽¹⁾	11/09/2018	Common Stock	640,000	\$ 7.44	D	Â
Employee Stock Option (Right to Buy)	12/22/2011 ⁽²⁾	11/09/2018	Common Stock	240,000	\$ 7.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nielsen Thomas Bruun 2601 ELLIOTT AVENUE SUITE 1000 SEATTLE, WA 98121	Â	Â	Â President and CEO	Â

Signatures

/s/ Thomas
Nielsen 11/09/2011

__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).

25% of the options vest on November 9, 2012, and an additional 12.5% of the options vest upon the completion of each successive six months of employment until the options become fully vested on November 9, 2015, subject to the reporting individual's continued employment with RealNetworks, Inc.

The options will vest if the average closing price for the issuer's common stock during a period of 30 consecutive trading days is at least \$18.23 (the "Price Target"). If the Price Target is satisfied, 120,000 options will immediately vest as of the date of the achievement of the

- (2) Price Target, and the remaining options will vest in substantially equal monthly installments thereafter until the options are fully vested, subject to the reporting person's continued employment with RealNetworks, Inc. If the Price Target has been achieved but unvested shares remain on November 9, 2017, the unvested shares subject to the options will immediately vest.

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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