

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-01**
SEC Accession No. **0001015402-99-000994**

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SUBJECT COMPANY

RAMTRON INTERNATIONAL CORP

CIK: **849502** | IRS No.: **840962308** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-17739** | Film No.: **99709588**
SIC: **3674** Semiconductors & related devices

Mailing Address
1850 RAMTRON DR
COLORADO SPRINGS CO
80921

Business Address
1850 RAMTRON DR
COLORADO SPRINGS CO
80921
7194817000

REPORTING OWNER

GRAU JOHN M

CIK: **1094776**
Type: **4**

Mailing Address
3 BETHESDA METRO
CENTER
SUITE 1100
BETHESDA MD 20014

Business Address
3 BETHESDA METRO
CENTER
SUITE 1100
BETHESDA MD 20014
3016573110

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number 3235-0287
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
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(f) of the Investment Company Act 1940

(Print or Type response)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all Applicable)	
Grau, John M., Trustee**			Ramtron International Corporation (RMTR)		Director X 10% Owner	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4. Statement for Month/Year	Officer	Other
3 Bethesda Metro Center, Suite 1110				August, 1999	--- (give title below) --- (Specify below)	
(Street)					7. Individual or Joint/Group Filing (Check Applicable Line)	
Bethesda, MD 20814-5372					X Form filed by One Reporting Person	
(City) (State) (Zip)					--- Form filed by More than One Reporting Person	

TABLE I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner or Ship Form (Instr. 4)	7. Nature of Ownership (Instr. 4)
			(A)	(D)		Dir-ect (D) or Indi-rect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	V	Amount		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

Reminder: Report on a separate line for each class securities owned directly or indirectly. (Over)
*If the form is filed by more than one reporting person, see Instruction 4(b)(v). SEC 1474 (3-99)
**The reporting person disclaims beneficial ownership of the reported securities.

(Print or type responses)

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FORM 4 (continued) TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned (e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned at End of Month (Instr. 4)	10. Ownership Form (Direct or Indirect) (Instr. 4)	11. Nature of Ownership (Instr. 4)	
				(A)	(D)	Amount or Number of Shares			(D) or (I) (Instr. 4)		
				Code	V	Date	Exp. Date	Title	Amount or Number of Shares		
Warrant*	\$20.75	08/06/1999	J**	805,697	08/31/1995	08/31/2000	Common Stock	805,697	***	I	As Trustee
Warrant*	\$5.00	08/06/1999	J**	805,697	08/06/1999	09/30/2008	Common Stock	805,697	***	I	As Trustee

Warrant*	\$2.35	08/06/1999	J**	100,000	08/06/1999	08/06/2009	Common Stock	100,000	***	I	As Trustee
Conversion Option Pursuant to Convertible Loan*	\$52.56	08/06/1999	J**	142,960	Immediat-ely	**	Common Stock	142,960	***	I	As Trustee
Conversion Option Pursuant to Convertible Loan*	\$5.00	08/06/1999	J**	1,408,889	**	**	Common Stock	1,408,889	***	I	As Trustee

Explanation of Responses:

* Amounts reported are based on post 5 for 1 reverse stock split.

** On August 6, 1999, the National Electrical Benefit fund ("NEBF") and Ramtron International Corporation ("RIC") consummated an Amended And Restated Loan Agreement (the "Restated Loan Agreement") which modified the original Loan Agreement dated September 21, 1995. The Restated Loan Agreement required a pay down of the debt outstanding to \$7M; changed the simple fixed rate of interest to 8%; extended the Scheduled Maturation Date of the note to March 15, 2002 (with quarterly payments beginning on January 31, 2000); extended and repriced a warrant for 805,697 RIC common stock to the NEBF; required the issuance of an additional warrant for 100,000 RIC common stock to the NEBF; repriced the rate at which the NEBF could convert its loan to common stock; and limited the times at which the NEBF could so convert its loan (to (i) 120 Business Days prior to the Scheduled Maturity Date; (ii) 89 Business Days following a Prepayment Notice Date; or (iii) 120 Business Days following an Event Of Default). As of August 31, 1999, approximately \$7,044,444.44 of principal and accrued interest were outstanding under the Restated Loan Agreement.

*** Reference is to options/warrants for Common Stock, including the conversion option pursuant to convertible loan; options for 4,000 Common Stock awarded April 17, 1996 which become exercisable in 1,000 share increments per year; options for 6,000 Common Stock awarded July 22, 1998 which are immediately exercisable; and options for 1,000 Common Stock awarded July 22, 1998 which are immediately exercisable.

**** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ John M Grau,

09/10/1999

****Signature of Reporting Person

Date

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