

Budinger William D  
Form SC 13G  
February 14, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_)\*

RealD Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

75604L105  
(CUSIP Number)

December 31, 2010  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 75604L105

1 NAME OF REPORTING PERSON

William D. Budinger

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

100,000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

2,704,400

7 SOLE DISPOSITIVE POWER

100,000

8 SHARED DISPOSITIVE POWER

2,704,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,804,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%(1)

12 TYPE OF REPORTING PERSON

IN

(1) Based on 51,302,056 shares of the Issuer's common stock (the "Common Stock") outstanding as of February 1, 2011 according to the Issuer's Quarterly Report on Form 10-Q filed on February 3, 2011.

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CUSIP No.: 75604L105

1 NAME OF REPORTING PERSON

B&Z 2010 Revocable Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,704,400

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,704,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,804,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%(1)

12 TYPE OF REPORTING PERSON

IN

(1) Based on 51,302,056 shares of the Issuer's common stock (the "Common Stock") outstanding as of February 1, 2011 according to the Issuer's Quarterly Report on Form 10-Q filed on February 3, 2011.

Item 1.

- (a) Name of Issuer:  
RealD Inc.
- (b) Address of Issuer's Principal Executive Offices:  
100 N. Crescent Drive, Suite 120, Beverly Hills, California 90210

Item 2.

- (a) Name of Persons Filing:  
William D. Budinger  
B&Z 2010 Revocable Trust
- (b) Address of Principal Business Office or, if None, Residence:  
728 E. Francis Street, Aspen, Colorado 81611
- (c) Citizenship:  
William D. Budinger – United States  
B&Z 2010 Revocable Trust – Colorado
- (d) Title of Class of Securities:  
Common Stock, par value \$0.0001 per share.
- (e) CUSIP Number:  
75604L105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

- (f) £ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

- (g) £ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) £ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) £ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) £ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Mr. Budinger beneficially owns 2,804,400 shares of Common Stock. Of these shares, (i) 2,704,400 shares are held by the B&Z 2010 Revocable Trust (f/k/a the William D. Budinger Revocable Trust), (ii) 50,000 shares are held by The Alec Baird Gewirtz 2010 Trust (the "Alec Trust") and (iii) 50,000 shares are held by the Julian Baird Gewirtz 2010 Trust (the "Julian Trust"). Mr. Budinger is the sole trustee and has sole voting and investment power over all of the shares held by the B&Z 2010 Revocable Trust, the Alec Trust and the Julian Trust.

Mr. Budinger disclaims beneficial ownership of the shares of Common Stock except to the extent of his pecuniary interest therein.

- (a) Amount beneficially owned: 2,804,400
- (b) Percent of class: 5.5%
- (c)
  - (i) Sole power to vote or direct the vote: 100,000
  - (ii) Shared power to vote or direct the vote: 2,704,400
  - (iii) Sole power to dispose or direct the disposition: 100,000
  - (iv) Shared power to dispose or direct the disposition: 2,704,400

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [ ]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.



Not applicable.

Item 9. Notice of Dissolution of a Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2011

/s/ William D. Budinger  
William D. Budinger

B&Z 2010 REVOCABLE TRUST

By: /s/ William D. Budinger  
William D. Budinger, Trustee

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