

MATAV CABLE SYSTEMS MEDIA LTD  
Form 15-12G  
June 30, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

Certification and Notice of Termination of Registration under Section 12 (g) of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports Under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

Commission File Number 0-28556

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**Matav - Cable Systems Media Ltd.**

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(Exact name of registrant as specified in its charter)

**42 Pinkas Street  
North Industrial Park  
P.O. Box 13600  
Netanya 42134  
Israel  
+972-9-860-2160**

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

American Depository Shares  
Ordinary Shares\*

\* Not for trading, but only in connection with the registration of American Depository Shares representing such Ordinary Shares, pursuant to the requirements of the Securities and Exchange Commission.

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(Title of each class of securities covered by this Form)

None

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(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an x in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g - 4 (a) (1) (i)   
Rule 12g - 4 (a) (1) (ii)   
Rule 12g - 4 (a) (2) (i)

Rule 12h - 3 (b) (1) (i)   
Rule 12h - 3 (b) (1) (ii)   
Rule 12h - 3 (b) (2) (i)

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Rule 12g - 4 (a) (2) (ii) O

Rule 12h - 3 (b) (2) (ii) O

Rule 15d-6 O

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Approximate number of holders of record as of the certification or notice date:

Fifty Five (55)

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Pursuant to the requirements of the Securities Exchange Act of 1934, Matav Cable Systems Media Ltd. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

By /s/ Tal Peres

Tal Peres  
Chief Financial Officer

Date: June 30, 2006

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