

Waldman Eyal
Form 4
February 04, 2008

FORM 4

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

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Waldman Eyal

(Last) (First) (Middle)

C/O MELLANOX
TECHNOLOGIES,
LTD., HERMON BLDG

(Street)

YOKNEAM, L3 20692

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Mellanox Technologies, Ltd.
[MLNX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	01/31/2008		S(1)		9,400	D	\$ 15
							3,060,371
							I
							by Partnership (2)
Ordinary Shares	01/31/2008		S(1)		100	D	\$ 15.01
							3,060,271
							I
							by Partnership (2)
Ordinary Shares	01/31/2008		S(1)		300	D	\$ 15.02
							3,059,971
							I
							by Partnership (2)

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Ordinary Shares	01/31/2008	S ⁽¹⁾	200	D	\$ 15.03	3,059,771	I	by Partnership (2)
Ordinary Shares	01/31/2008	S ⁽¹⁾	5,000	D	\$ 15.1	3,054,771	I	by Partnership (2)
Ordinary Shares	01/31/2008	S ⁽¹⁾	5,000	D	\$ 15.15	3,049,771	I	by Partnership (2)
Ordinary Shares	01/31/2008	S ⁽¹⁾	5,000	D	\$ 15.25	3,044,771	I	by Partnership (2)
Ordinary Shares	01/31/2008	S ⁽¹⁾	3,000	D	\$ 15.9	3,041,771	I	by Partnership (2)
Ordinary Shares	01/31/2008	S ⁽¹⁾	2,000	D	\$ 16.1	3,039,771	I	by Partnership (2)
Ordinary Shares	02/01/2008	S ⁽¹⁾	2,500	D	\$ 15.5	3,037,271	I	by Partnership (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (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 Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waldman Eyal C/O MELLANOX TECHNOLOGIES, LTD. HERMON BLDG YOKNEAM, L3 20692	X	X	Chief Executive Officer	

Signatures

/s/ Eyal Waldman by LeeAnn Stewart, Power of Attorney

02/04/2008

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2007.
- (2) Shares held by Waldo 2 Holdings, a general partnership formed pursuant to the laws of Israel of which Mr. Waldman is a general partner. Mr. Waldman has sole voting and dispositive power over all of the shares.

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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