

Mellanox Technologies, Ltd.

Form 4

February 25, 2008

FORM 4**UNITED STATES 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 OF SECURITIESFiled 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 *
Cohen Shai

(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)
02/21/2008

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)
VP Operations and Engineering6. 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 (A) 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	02/21/2008		S		550	D	\$ 15
Ordinary Shares	02/21/2008		S		100	D	\$ 15.02
Ordinary Shares	02/21/2008		S		100	D	\$ 15.03
Ordinary Shares	02/21/2008		S		100	D	\$ 15.04
	02/21/2008		S		350	D	

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Ordinary Shares						\$ 15.05		
Ordinary Shares	02/21/2008	S	300	D	\$ 15.1	497,500	D	
Ordinary Shares	02/21/2008	S	50	D	\$ 15.12	497,450	D	
Ordinary Shares	02/21/2008	S	100	D	\$ 15.13	497,350	D	
Ordinary Shares	02/21/2008	S	200	D	\$ 15.14	497,150	D	
Ordinary Shares	02/21/2008	S	350	D	\$ 15.15	496,800	D	
Ordinary Shares	02/21/2008	S	250	D	\$ 15.16	496,550	D	
Ordinary Shares	02/21/2008	S	50	D	\$ 15.17	496,500	D	
Ordinary Shares	02/21/2008	S	750	D	\$ 15.2	495,750	D	
Ordinary Shares	02/21/2008	S	150	D	\$ 15.26	495,600	D	
Ordinary Shares	02/21/2008	S	100	D	\$ 15.28	495,500	D	

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

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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

Signatures

02/25/2008

Date _____

Explanation of Responses:

- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.