

Mellanox Technologies, Ltd.
 Form 4
 April 29, 2008

FORM 4

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

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Omura Thad

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2900 STENDER WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Of Product Marketing

SANTA CLARA, CA 95054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Ordinary Shares | 04/28/2008 | | M | | 20,000 | A | \$ 6.65 21,506 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | | S | | 1,066 | D | \$ 15.44 20,440 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | | S | | 700 | D | \$ 15.45 19,740 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | | S | | 370 | D | \$ 15.49 19,370 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | | S | | 130 | D | \$ 15.47 19,240 ⁽¹⁾ | D |

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| | | | | | | | |
|-----------------|------------|---|-------|---|----------|-----------------------|---|
| Ordinary Shares | 04/28/2008 | S | 4,500 | D | \$ 15.48 | 14,740 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | S | 634 | D | \$ 15.46 | 14,106 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | S | 600 | D | \$ 15.42 | 13,506 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | S | 8,712 | D | \$ 15.41 | 4,794 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | S | 388 | D | \$ 15.4 | 4,406 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | S | 510 | D | \$ 15.39 | 3,896 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | S | 590 | D | \$ 15.38 | 3,306 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | S | 200 | D | \$ 15.35 | 3,106 ⁽¹⁾ | D |
| Ordinary Shares | 04/28/2008 | S | 1,600 | D | \$ 15.31 | 1,506 ⁽¹⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 6.65 | 04/28/2008 | | M | 20,000 | ⁽²⁾ 12/07/2015 | Ordinary Shares | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Omura Thad 2900 STENDER WAY SANTA CLARA, CA 95054 | | | VP Of Product Marketing | |

Signatures

/s/ Thad Omura by Michael Gray, Power of Attorney 04/29/2008

__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) Includes 1,143 shares that were acquired by the reporting person on August 31, 2007 and 363 shares that were acquired by the reporting person on February 29, 2008, both acquisitions pursuant to the company's employee stock purchase plan.
100% of the shares subject to the option are immediately exercisable. However, all unvested ordinary shares underlying the option are subject to a right of repurchase held by the Issuer, which right of repurchase will lapse as the shares vest according to the following schedule: 25% of the shares subject to the option will vest on November 2, 2006 and 1/48th of the shares will vest monthly thereafter, such that 100% of the shares subject to the option will be fully vested on November 2, 2009.
- (2)

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.