

DSP GROUP INC /DE/
Form 4
February 08, 2005

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 *
ZELNIK MOSHE

(Last) (First) (Middle)

**C/O DSP GROUP, INC., 3120
SCOTT BOULEVARD**

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DSP GROUP INC /DE/ [DSPG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

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 Financial 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 (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
Common Stock	02/04/2005		M		2,500	A	\$ 17.39
Common Stock	02/04/2005		S		2,500	D	\$ 24.89
Common Stock	02/04/2005		M		2,500	A	\$ 17.39
Common Stock	02/04/2005		S		2,500	D	\$ 24.89
Common Stock	02/04/2005		M		662	A	\$ 17.39

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Common Stock	02/04/2005	S	662	D	\$ 24.95	0	D
Common Stock	02/04/2005	M	662	A	\$ 17.39	662	D
Common Stock	02/04/2005	S	662	D	\$ 24.95	0	D
Common Stock	02/04/2005	M	673	A	\$ 17.39	673	D
Common Stock	02/04/2005	S	673	D	\$ 24.95	0	D
Common Stock	02/04/2005	M	4,375	A	\$ 17.82	4,375	D
Common Stock	02/04/2005	S	4,375	D	\$ 24.84	0	D
Common Stock	02/04/2005	M	1,160	A	\$ 17.82	1,160	D
Common Stock	02/04/2005	S	1,160	D	\$ 24.8	0	D
Common Stock	02/04/2005	M	2,500	A	\$ 14.15	2,500	D
Common Stock	02/04/2005	S	2,500	D	\$ 24.8	0	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. Amount or Number of Shares
	\$ 17.39	02/04/2005		M	2,500	07/26/2004 10/26/2007		2,500

Stock Option (Right to Buy)	Price	Grant Date	Exercise Date	Expiration Date	Common Stock	Quantity		
Stock Option (Right to Buy)	\$ 17.39	02/04/2005	M	2,500	10/26/2004	10/26/2007	Common Stock	2,500
Stock Option (Right to Buy)	\$ 17.39	02/04/2005	M	662	04/26/2004	10/26/2007	Common Stock	662
Stock Option (Right to Buy)	\$ 17.39	02/04/2005	M	662	07/26/2004	10/26/2007	Common Stock	662
Stock Option (Right to Buy)	\$ 17.82	02/04/2005	M	4,375	02/04/2005	02/04/2009	Common Stock	4,375
Stock Option (Right to Buy)	\$ 17.82	02/04/2005	M	1,160	02/04/2005	02/04/2009	Common Stock	1,160
Stock Option (Right to Buy)	\$ 14.15	02/04/2005	M	2,500	11/30/2004	05/31/2008	Common Stock	2,500
Stock Option (Right to Buy)	\$ 17.39	02/04/2005	M	673	10/26/2004	10/26/2007	Common Stock	673

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELNIK MOSHE C/O DSP GROUP, INC. 3120 SCOTT BOULEVARD SANTA CLARA, CA 95054			Chief Financial Officer	

Signatures

/s/ Moshe Zelnik

02/08/2005

**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).

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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