

Kagan Michael
 Form 4
 December 03, 2010

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 *
 Kagan Michael

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CTO & VP of Architecture

C/O MELLANOX TECHNOLOGIES, LTD., HERMON BLDG.

(Street)

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

YOKNEAM, L3 20692

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Ordinary Shares | 12/01/2010 | | M | | 5,957 A \$ 6.65 | 197,357 ⁽¹⁾ | D |
| Ordinary Shares | 12/01/2010 | | S | | 5,957 D \$ 24.2164 ⁽²⁾ | 191,400 ⁽¹⁾ | D |
| Ordinary Shares | 12/01/2010 | | M | | 4,285 A \$ 9.19 | 195,685 ⁽¹⁾ | D |
| Ordinary Shares | 12/01/2010 | | S | | 4,285 D \$ 24.2164 | 191,400 ⁽¹⁾ | D |

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(2)

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

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SEC 1474
(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. P. Der. Sec. (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option (Right to Buy) | \$ 6.65 | 12/01/2010 | | M | 5,957 | (3) 12/07/2015 | | Ordinary Shares | 5,957 |
| Stock Option (Right to Buy) | \$ 9.19 | 12/01/2010 | | M | 4,285 | (3) 10/25/2016 | | Ordinary Shares | 4,285 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kagan Michael
C/O MELLANOX TECHNOLOGIES, LTD.
HERMON BLDG.
YOKNEAM, L3 20692

CTO & VP of Architecture

Signatures

/s/ Michael Kagan by Michael Gray, Power of Attorney

12/03/2010

__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 11,000 restricted stock units ("RSUs"), which were granted to the reporting person on January 20, 2010, and previously reported on Table II of the Reporting Person's Form 4s. The Reporting Person has elected to report his ownership of these RSUs in Table I of his Form 4 filings. The Reporting Person is entitled to receive one (1) ordinary share for each one (1) RSU.

(2) This transaction was executed in multiple trades in prices ranging from \$24.20 to \$24.29. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

(3) The shares subject to this option are fully vested and exercisable.

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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