

FEDERMAN IRWIN
Form 4
July 30, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FEDERMAN IRWIN

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)

350 OAKMEAD
PARKWAY, SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

SUNNYVALE, CA 94085

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Ordinary Shares	07/26/2012		M		4,142 A \$ 6.65	45,775 ⁽¹⁾ ⁽²⁾	D
Ordinary Shares	07/26/2012		S		4,142 D \$ 100.573 ⁽³⁾	41,633 ⁽²⁾	D
Ordinary Shares	07/26/2012		M		11,428 A \$ 18.43	53,061 ⁽²⁾	D
Ordinary Shares	07/26/2012		S		11,428 D \$ 100.1287 ⁽⁴⁾	41,633 ⁽²⁾	D
	07/26/2012		M		11,428 A \$ 15.56	53,061 ⁽²⁾	D

Edgar Filing: FEDERMAN IRWIN - Form 4

Ordinary
Shares

Ordinary Shares	07/26/2012	S	11,428	D	\$ 99.8062 (5)	41,633 (2)	D
Ordinary Shares	07/26/2012	M	11,428	A	\$ 11.74	53,061 (2)	D
Ordinary Shares	07/26/2012	S	11,428	D	\$ 99.1614 (6)	41,633 (2)	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.

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.65	07/26/2012		M	4,142	(7) 12/07/2015	Ordinary Shares	4,142
Stock Option (Right to Buy)	\$ 18.43	07/26/2012		M	11,428	(7) 05/10/2017	Ordinary Shares	11,428
Stock Option (Right to Buy)	\$ 15.56	07/26/2012		M	11,428	(7) 05/19/2018	Ordinary Shares	11,428
Stock Option (Right to Buy)	\$ 11.74	07/26/2012		M	11,428	(7) 05/18/2019	Ordinary Shares	11,428

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEDERMAN IRWIN 350 OAKMEAD PARKWAY SUITE 100 SUNNYVALE, CA 94085		X		

Signatures

/s/ Irwin Federman by Michael Gray, Power of Attorney

07/30/2012

__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 reporting person's ownership of 26,633 shares was inadvertently excluded from the total reported in Table 1, Column 5 of the Form 4 filed on May 15, 2012. The filing correctly reports the total number of shares beneficially owned by the reporting person.
 - (2) Includes 4,167 unvested RSUs. Upon vesting thereof, the Reporting Person is entitled to receive one (1) ordinary share for each one (1) RSU.
This transaction was executed in multiple trades in prices ranging from \$100.51 to \$100.65. 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) This transaction was executed in multiple trades in prices ranging from \$99.98 to \$100.51. 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.
 - (4) This transaction was executed in multiple trades in prices ranging from \$99.55 to \$99.98. 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.
 - (5) This transaction was executed in multiple trades in prices ranging from \$98.70 to \$99.55. 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.
 - (6) The shares exercised pursuant to this option were fully vested and exercisable.
 - (7)

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.