FEDERMAN IRWIN
Form 4
July 30, 2012

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 *
FEDERMAN IRWIN

(Last) (First) (Middle)

350 OAKMEAD PARKWAY, SUITE 100

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	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	

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.

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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. D Se (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

(7) The shares exercised pursuant to this option were fully vested and exerciseable.

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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