

GRAY MICHAEL
Form 4
August 02, 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 *
GRAY 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)
350 OAKMEAD
PARKWAY, SUITE 100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2012

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

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 (A) or (D) Price		
Ordinary Shares	08/01/2012		S		550 ⁽¹⁾ <u>(2)</u> D \$ 105.6566 ⁽³⁾ 28,950 ⁽⁴⁾	D	
Ordinary Shares	08/01/2012		S		100 ⁽¹⁾ <u>(2)</u> D \$ 106.43 28,850 ⁽⁴⁾	D	
Ordinary Shares	08/01/2012		S		100 ⁽¹⁾ <u>(2)</u> D \$ 107.295 28,750 ⁽⁴⁾	D	
Ordinary Shares	08/01/2012		S		575 ⁽¹⁾ <u>(2)</u> D \$ 105.5715 ⁽⁵⁾ 28,175 ⁽⁴⁾	D	

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- (1) Restricted share units ("RSU's"). The Reporting Person is entitled to receive one (1) ordinary share for each one (1) RSU.
- (2) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 23, 2011.

This transaction was executed in multiple trades in prices ranging from \$105.02 to \$105.88. The price reported above reflects the
- (3) 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) Includes 27,875 unvested RSU's. 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 \$105.02 to \$105.99. The price reported above reflects the
- (5) 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.

This transaction was executed in multiple trades in prices ranging from \$106.40 to \$106.81. The price reported above reflects the
- (6) 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) Shares held by the M&M Gray Family 2001 Trust U/T/A, for which Mr. Gray is a trustee.

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.