

Sultzbaugh Marc
Form 4
April 27, 2009

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 *
Sultzbaugh Marc

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)
04/22/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP WorldWide Sales

350 OAKMEAD PARKWAY, SUITE 100

(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

SUNNYVALE, CA 94085

(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)
				(A) or (D)	Price		
				Code	V	Amount	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	S			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.23	04/22/2009	A		26,445		<u>(1)</u>	04/22/2019	Ordinary Shares	26,445 <u>(2)</u>
Stock Option (right to buy)	\$ 10.23	04/22/2009	A		90,909		<u>(1)</u>	04/22/2019	Ordinary Shares	90,909 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sultzbaugh Marc 350 OAKMEAD PARKWAY SUITE 100 SUNNYVALE, CA 94085			VP WorldWide Sales	

Signatures

/s/ Marc Sultzbaugh by Michael Gray, Power of Attorney 04/27/2009

__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) One-third (1/3) of the Replacement Shares subject to this option vest on April 22, 2010. The remainder vests at a rate of 1/36th per month thereafter, such that 100% of the Replacement Shares subject to this option will be fully vested in three years.
- The 26,445 shares (the "Replacement Shares") underlying this employee stock option (right to buy) were granted on April 22, 2009 in exchange for 32,000 shares granted to the reporting person on 12/31/2007 (the "Original Grant"). Reporting person tendered the Original Grant pursuant to the terms of Tender Offer Statement on Schedule TO filed by the Company with the Securities and Exchange Commission on March 24, 2009, as amended, relating to an offer by the Company to its employees and contractors to exchange certain outstanding options to purchase ordinary shares of the Company granted under the Mellanox Technologies, Ltd. Global Share Incentive Plan (2006). Upon grant of the Replacement Shares to the reporting person, the Original Grant was canceled in its entirety.
- (2) The 90,909 shares (the "Replacement Shares") underlying this employee stock option (right to buy) were granted on April 22, 2009 in exchange for 100,000 shares granted to the reporting person on 04/13/2007 (the "Original Grant"). Reporting person tendered the Original Grant pursuant to the terms of Tender Offer Statement on Schedule TO filed by the Company with the Securities and Exchange Commission on March 24, 2009, as amended, relating to an offer by the Company to its employees and contractors to exchange certain outstanding options to purchase ordinary shares of the Company granted under the Mellanox Technologies, Ltd. Global Share Incentive Plan (2006). Upon grant of the Replacement Shares to the reporting person, the Original Grant was canceled in its entirety.
- (3) The 90,909 shares (the "Replacement Shares") underlying this employee stock option (right to buy) were granted on April 22, 2009 in exchange for 100,000 shares granted to the reporting person on 04/13/2007 (the "Original Grant"). Reporting person tendered the Original Grant pursuant to the terms of Tender Offer Statement on Schedule TO filed by the Company with the Securities and Exchange Commission on March 24, 2009, as amended, relating to an offer by the Company to its employees and contractors to exchange certain outstanding options to purchase ordinary shares of the Company granted under the Mellanox Technologies, Ltd. Global Share Incentive Plan (2006). Upon grant of the Replacement Shares to the reporting person, the Original Grant was canceled in its entirety.

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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.