

DSP GROUP INC /DE/  
Form 4  
February 28, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**ZELNIK MOSHE**

(Last) (First) (Middle)

**C/O DSP GROUP, INC., 3120  
SCOTT BOULEVARD**

(Street)

**SANTA CLARA, CA 95054**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**DSP GROUP INC /DE/ [DSPG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/24/2006**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Financial Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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
Common Stock	02/24/2006		M		2,957	A	\$ 16.79
Common Stock	02/24/2006		S		2,957	D	\$ 26.8525
Common Stock	02/24/2006		M		2,043	A	\$ 16.79
Common Stock	02/24/2006		S		2,043	D	\$ 26.8525
Common Stock	02/24/2006		M		1,875	A	\$ 17.8161

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Common Stock	02/24/2006	S	1,875	D	\$ 27.1108	0	D
Common Stock	02/24/2006	M	3,125	A	\$ 17.8161	3,125	D
Common Stock	02/24/2006	S	3,125	D	\$ 27.1108	0	D

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

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(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)	\$ 16.79	02/24/2006		M	2,957	04/22/2005 01/22/2010	Common Stock	2,957
Stock Option (Right to Buy)	\$ 16.79	02/24/2006		M	2,043	07/22/2005 01/22/2010	Common Stock	2,043
Stock Option (Right to Buy)	\$ 17.8161	02/24/2006		M	1,875	05/04/2005 02/04/2009	Common Stock	1,875
Stock Option (Right to Buy)	\$ 17.8161	02/24/2006		M	3,125	08/04/2005 02/04/2009	Common Stock	3,125

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELNIK MOSHE C/O DSP GROUP, INC. 3120 SCOTT BOULEVARD SANTA CLARA, CA 95054			Chief Financial Officer	

## Signatures

/s/ Moshe Zelnik                      02/28/2006

\_\_Signature of                      Date  
Reporting Person

## 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).

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