

Mellanox Technologies, Ltd.

Form 4

August 14, 2007

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAZA SAIYED ATIQ

(Last) (First) (Middle)

**C/O RAZA
MICROELECTRONICS,
INC., 18920 FORGE DRIVE**

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2007

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)

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)
Ordinary Shares	08/09/2007		M	7,143 A	\$ 6.65	23,809 D	
Ordinary Shares					311,216	I	See Footnote (1) (6)
Ordinary Shares					4,002	I	See Footnote (2)
Ordinary					30,576	I	See

Shares				Footnote (3)
Ordinary Shares	132,352	I		See Footnote (4) (6)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.65	08/09/2007		M	7,143	<u>(5)</u>	12/07/2015	Ordinary Shares	7,143

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAZA SAIYED ATIQ C/O RAZA MICROELECTRONICS, INC. 18920 FORGE DRIVE CUPERTINO, CA 95014	X			

Signatures

/s/ Saiyed Atiq
Raza

08/13/2007

**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) Shares held by Raza Venture Fund A, L.P.
- (2) Shares held by Raza Family LLC, for which Mr. Raza is a Managing Member.
- (3) Shares held by Saiyed Atiq Raza & Noreen Tirmizi Raza, Trustees N&A Raza Revocable Trust UAD 03/22/97, for which Mr. Raza and his spouse, Noreen Tirmizi Raza, are trustees and have voting and disposition control over the shares.
- (4) Shares held by Raza Venture Fund B, L.P.
- (5) 1/48th of the shares subject to the option vest monthly commencing on December 8, 2005, such that 100% of the shares subject to the option will be fully vested on December 8, 2009.

Mr. Raza is the managing member of Raza Venture Management, LLC the general partner of Raza Venture Fund A, L.P. and Raza Venture Fund B, L.P. Mr. Raza has voting and disposition control over the shares held by Raza Venture Fund A, L.P. and Raza Venture Fund B, L.P. Mr. Raza disclaims beneficial ownership of the shares held by Raza Venture Fund A, L.P. and Raza Venture Fund B, L.P., except to the extent of his pecuniary interest therein.
- (6)

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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