Edgar Filing: Cohen Shai - Form 4/A

Cohen Shai

Form 4/A												
December 3	0, 2008											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB A	OMB APPROVAL		
		TIES AND EXCHANGE COMMISSION ington, D.C. 20549					3235-0287					
Check th if no long	ner							Expires:	January 31, 2005			
subject to Section 1	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated	average					
	Form 4 or								burden ho response.	•		
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								•				
obligations may continue. See Instruction 1(b). 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 A Cohen Shai					5. Relationship o Issuer	5. Relationship of Reporting Person(s) to ssuer						
			Mellanox Technologies, Ltd. [MLNX]					(Check all applicable)				
(Last)	(First) (Middle)		of Earliest T	ransaction			Director X Officer (gi		% Owner her (specify		
C/O MELL	(Month/Day/Year) 12/26/2008					below) below) VP Operations and Engineering						
TECHNOL								vi open	ations and Engl	neering		
LTD., HER	MON BLDG.											
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person						
YOKNEAN	1, L3 20692		12/29/	2008					More than One F			
(City)	(State)	(Zip)	Tal	ole I - Non-l	Derivative	Securi	ties A	cquired, Disposed	of, or Beneficia	ally Owned		
1.Title of	2. Transaction Date			3.	4. Securit			5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if		1 . , ,					Form: Direct (D) or Indirect	Indirect Beneficial		
(Instr. 3) any (Month/D			CodeDisposed of (D)ay/Year)(Instr. 8)(Instr. 3, 4 and 5)				Owned	(I) or mancet	Ownership			
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A) or		Transaction(s)				
				Code V	Amount		Price	(Instr. 3 and 4)				
Domindar: Dar	ort on a concrete lin	a for each a	loss of soc	unitian hana	ficially ow	nod dire	aatly a	r indiraatly				

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Option (right to buy)	\$ 8.23	12/26/2008		А	19,113	(1)	12/26/2018	Ordinary Shares	19,1 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	tor 10% Owner Officer		Other			
Cohen Shai C/O MELLANOX TECHNOLOGIES, LTD. HERMON BLDG. YOKNEAM, L3 20692			VP Operations and Engineering				
Signatures							
Shai Cohen by Michael Gray, Power of Attorney		12/30/2008					

**Signature of 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).
- (1) $\frac{1}{4}$ th of the shares subject to the option vest on $\frac{12}{26}/2008$. The remainder vest at a rate of $\frac{1}{4}$ th per month thereafter, such that $\frac{100\%}{0}$ of the shares subject to the option will be fully vested in four (4) years.

Due to a clerical error, the amount or number of shares was incorrectly reported as 119,113 on the reporting person's original Form 4 filed on December 29, 2008. The reporting person's shares should have been reported as 19,113 on the Form 4 filing made with the Securities

Date

(2) on December 29, 2008. The reporting person's shares should have been reported as 19,115 on the Form 4 ming made with the Securities and Exchange Commission on December 29, 2008. Except as otherwise noted in this Form 4/A, all other information disclosed in the reporting person's original Form 4 was accurately reported.

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.