

Dauber Yoseph
Form 4
May 15, 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 *
Dauber Yoseph

2. Issuer Name and Ticker or Trading Symbol
MAGICJACK VOCALTEC LTD
[CALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2012

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

12 BENNY GAON STREET,
BUILDING 2B, POLEG
INDUSTRIAL AREA

(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

NETANYA, L3 42504

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Ordinary Shares | 05/10/2012 | | M | A | 6,154 | \$ 14.825 | D |
| Ordinary Shares | 05/10/2012 | | M | A | 3,446 | \$ 8.27 | D |
| Ordinary Shares | 05/10/2012 | | M | A | 14,000 | \$ 0.7125 | D |

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

SEC 1474 (9-02)

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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 |
| Employee Stock Options (right to buy) | \$ 14.825 | 05/10/2012 | | M | 6,154 | <u>(1)</u> 12/25/2012 | | Ordinary Shares | 6,154 |
| Employee Stock Options (right to buy) | \$ 8.27 | 05/10/2012 | | M | 3,446 | <u>(2)</u> 04/11/2014 | | Ordinary Shares | 3,446 |
| Employee Stock Options (right to buy) | \$ 0.7125 | 05/10/2012 | | M | 14,000 | <u>(3)</u> 10/16/2015 | | Ordinary Shares | 14,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dauber Yoseph
12 BENNY GAON STREET, BUILDING 2B
POLEG INDUSTRIAL AREA
NETANYA, L3 42504

X

Signatures

/s/ Peter Russo,
attorney-in-fact

05/15/2012

**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) The option originally vested quarterly in 16 equal installments beginning on March 25, 2006 and were fully vested.
- (2) The option originally vested quarterly in 16 equal installments beginning on July 11, 2007 and were fully vested.
- (3) The option vests in 16 equal quarterly installments beginning January 16, 2009 through October 16, 2012. The first 14 installments have already vested and were exercised on May 10, 2012.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney by Yoseph Dauber (incorporated herein by reference to Exhibit 24 to Form 3 filed

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.