

Mellanox Technologies, Ltd.
Form 4
August 14, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Chandra Rob

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)

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

535 MIDDLEFIELD ROAD, SUITE 245

08/10/2007

(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

MENLO PARK, CA 94025

(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)
			Code	V	Amount or Price		
Ordinary Shares	08/10/2007		S		13,200 (1)	D	\$ 16.978 1,089,737 I See Note (2)
Ordinary Shares	08/10/2007		S		250,000 (3)	D	\$ 16.1566 839,737 I See Note (2)
Ordinary Shares	08/13/2007		S		100,000 (4)	D	\$ 16.45 739,737 I See Note (2)
Ordinary Shares	08/13/2007		S		40,000 (5)	D	\$ 16.5 699,737 I See Note (2)
Ordinary Shares	08/14/2007		S		5,878 (6)	D	\$ 16.4768 693,859 (7) I See Note (2)

Edgar Filing: Mellanox Technologies, Ltd. - Form 4

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.

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chandra Rob 535 MIDDLEFIELD ROAD SUITE 245 MENLO PARK, CA 94025	X			

Signatures

/s/ Rob Chandra 08/14/2007
 **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).
- Represents sales of (i) 4,687 ordinary shares held by Bessec Ventures V L.P., (ii) 792 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 4,157 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 1,584 ordinary shares held by BIP 2001 L.P., (v) 1,865 ordinary shares held by BVE 2001 (Q) LLC and (vi) 115 ordinary shares held by BVE 2001 LLC.
- Ordinary shares are held by Bessec Ventures V L.P., Bessemer Venture Partners V L.P., BVE 2001(Q) LLC, BIP 2001 L.P., Bessemer Venture Investors III L.P. and BVE 2001 LLC, respectively. The general partner of each of the Bessemer-related entities that owns
- (2) ordinary shares of the Issuer is Deer V & Co. LLC. Robert Goodman, Robin S. Chandra, J. Edmund Colloton and David J. Cowan are the managing members of Deer V & Co. LLC and share voting and dispositive power over the ordinary shares of the Issuer held by the Bessemer-related entities. Mr. Chandra disclaims beneficial ownership of these, except to the extent of his pecuniary interest therein.

Edgar Filing: Mellanox Technologies, Ltd. - Form 4

- Represents sales of (i) 88,775 ordinary shares held by Bessec Ventures V L.P., (ii) 15,000 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 78,725 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 30,000 ordinary shares held by BIP 2001 L.P., (v) 35,331 ordinary shares held by BVE 2001 (Q) LLC and (vi) 2,169 ordinary shares held by BVE 2001 LLC.

- Represents sales of (i) 35,510 ordinary shares held by Bessec Ventures V L.P., (ii) 6,000 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 31,490 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 12,000 ordinary shares held by BIP 2001 L.P., (v) 14,132 ordinary shares held by BVE 2001 (Q) LLC and (vi) 868 ordinary shares held by BVE 2001 LLC.

- Represents sales of (i) 14,204 ordinary shares held by Bessec Ventures V L.P., (ii) 2,400 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 12,596 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 4,800 ordinary shares held by BIP 2001 L.P., (v) 5,653 ordinary shares held by BVE 2001 (Q) LLC and (vi) 347 ordinary shares held by BVE 2001 LLC.

- Represents sales of (i) 2,087 ordinary shares held by Bessec Ventures V L.P., (ii) 353 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 1,851 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 705 ordinary shares held by BIP 2001 L.P., (v) 831 ordinary shares held by BVE 2001 (Q) LLC and (vi) 51 ordinary shares held by BVE 2001 LLC.

- Includes (i) 246,391 ordinary shares held by Bessec Ventures V L.P., (ii) 41,630 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 218,497 ordinary shares held by Bessemer Venture Partners V LP, (iv) 83,263 ordinary shares held by BIP 2001 L.P., (v) 98,058 ordinary shares held by BVE 2001 (Q) LLC and (vi) 6,020 ordinary shares held by BVE 2001 LLC.

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.