

Mellanox Technologies, Ltd.
Form 4
August 29, 2007

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 *
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

08/27/2007

(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 Beneficial Ownership (Instr. 4)			
				Code	V	Amount	Price			
						(A)				
						(D)				
Ordinary Shares	08/27/2007		S		50,000 (1)	D	\$ 16.5312	568,859	I	See Note (2)
Ordinary Shares	08/28/2007		S		50,000 (3)	D	\$ 16.56	518,859 (4)	I	See Note (2)

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

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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)	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 08/29/2007
 **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).
- (1) Represents sales of (i) 17,755 ordinary shares held by Bessec Ventures V L.P., (ii) 3,000 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 15,745 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 6,000 ordinary shares held by BIP 2001 L.P., (v) 7,066 ordinary shares held by BVE 2001 (Q) LLC and (vi) 434 ordinary shares held by BVE 2001 LLC.
- (2) 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 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.
- (3) Represents sales of (i) 17,755 ordinary shares held by Bessec Ventures V L.P., (ii) 3,000 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 15,745 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 6,000 ordinary shares held by BIP 2001 L.P., (v) 7,066 ordinary shares held by BVE 2001 (Q) LLC and (vi) 434 ordinary shares held by BVE 2001 LLC.
- (4) Includes (i) 184,249 ordinary shares held by Bessec Ventures V L.P., (ii) 31,130 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 163,389 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 62,263 ordinary shares held by BIP 2001 L.P., (v) 73,327 ordinary shares held by BVE 2001 (Q) LLC and (vi) 4,501 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.

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