

Chandra Rob  
Form 4  
October 31, 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

10/29/2007

(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 or Price					
Ordinary Shares	10/29/2007		S		45,000 (1)	D	\$ 23.1288	348,859	I	See Note (2)
Ordinary Shares	10/30/2007		S		20,000 (3)	D	\$ 22.9618	328,859	I	See Note (2)
Ordinary Shares	10/31/2007		S		35,000 (4)	D	\$ 23.0599	293,859 (5)	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 Beneficially (Instr. 5)
				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                      10/31/2007  
 \*\*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) 15,980 ordinary shares held by Bessec Ventures V L.P., (ii) 2,700 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 14,170 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 5,400 ordinary shares held by BIP 2001 L.P., (v) 6,360 ordinary shares held by BVE 2001 (Q) LLC and (vi) 390 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) 7,102 ordinary shares held by Bessec Ventures V L.P., (ii) 1,200 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 6,298 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 2,400 ordinary shares held by BIP 2001 L.P., (v) 2,826 ordinary shares held by BVE 2001 (Q) LLC and (vi) 174 ordinary shares held by BVE 2001 LLC.
- (4)

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Represents sales of (i) 12,428 ordinary shares held by Bessec Ventures V L.P., (ii) 2,100 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 11,022 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 4,200 ordinary shares held by BIP 2001 L.P., (v) 4,946 ordinary shares held by BVE 2001 (Q) LLC and (vi) 304 ordinary shares held by BVE 2001 LLC.

(5) Includes (i) 104,351 ordinary shares held by Bessec Ventures V L.P., (ii) 17,630 ordinary shares held by Bessemer Venture Investors III L.P., (iii) 92,537 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 35,263 ordinary shares held by BIP 2001 L.P., (v) 41,530 ordinary shares held by BVE 2001 (Q) LLC and (vi) 2,548 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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