Mellanox Technologies, Ltd. Form 4

November 08, 2007

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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 See Instruction

1(b).

(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]

(Last)

(City)

Ordinary

Shares

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/06/2007

X_ Director

10% Owner

Issuer

Officer (give title below)

Other (specify

535 MIDDLEFIELD ROAD, SUITE

(First)

245

(Street)

(State)

11/06/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Ownership

Direct (D)

or Indirect

(Instr. 4)

Form:

(I)

I

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MENLO PARK, CA 94025

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. Code (Instr. 8)

S

4. Securities Acquired (A) Transaction Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V (D) Price Amount 40.000

D

\$

23.4042

(Instr. 3 and 4)

 $201,759 \frac{(3)}{}$

See Note (2)

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)

Edgar Filing: Mellanox Technologies, Ltd. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Own		
	Security				Acquired	ı				Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
								or Title Numbe			
						Date	Expiration				
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Rob Chandra 11/08/2007 **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) 14,204 ordinary shares held by Bessec Ventures V L.P., (ii) 2,400 ordinary shares held by Bessemer Venture (1) 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.
- 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 shares, except to the extent of his pecuniary interest therein.
- Includes (i) 71,646 ordinary shares held by Bessec Ventures V L.P., (ii) 12,104 ordinary shares held by Bessemer Venture Investors III (3) L.P., (iii) 63,535 ordinary shares held by Bessemer Venture Partners V L.P., (iv) 24,211 ordinary shares held by BIP 2001 L.P., (v) 28,514 ordinary shares held by BVE 2001 (Q) LLC and (vi) 1,749 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.

Reporting Owners 2