Shulman Yakov (Jacob) Form 4 February 22, 2013

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

response...

Form filed by More than One Reporting

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Shulman Yakov (Jacob) Issuer Symbol Mellanox Technologies, Ltd. (Check all applicable) [MLNX] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O MELLANOX 02/20/2013 Chief Financial Officer TECHNOLOGIES, INC., 350 OAKMEAD PARKWAY, SUITE 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SUNNYVALE, CA 94085

(State)

(Zip)

(City)

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

Tuble 1 1101 Zell-lule o Seculture 1104 Zell-lule oi, of Zell-lelling of Heal									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) open Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Ordinary Shares	02/20/2013		S	900	D	\$ 54.5425 \(\frac{(1)}{2}\)	29,438 (2)	D	
Ordinary Shares	02/20/2013		S	100	D	\$ 55.37	29,338 (2)	D	
Ordinary Shares	02/20/2013		A	9,000 (3) (4)	A	\$ 0	38,338 (5)	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 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount of	Derivative	D	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	,		Securities	(Instr. 5)	В	
	Derivative			Securities			(Instr.	. 3 and 4)		0	
	Security				Acquired						F
					(A) or						R
					Disposed						T
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration Date	Title Nu			
						Exercisable					
				C-1- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Shulman Yakov (Jacob) C/O MELLANOX TECHNOLOGIES, INC. 350 OAKMEAD PARKWAY, SUITE 100 SUNNYVALE, CA 94085

Chief Financial Officer

Signatures

/s/ Jacob Shulman by Matthew Gloss, Power of Attorney

02/21/2013

**Signature of 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).
- This transaction was executed in multiple trades in prices ranging from \$54.17 to \$55.00. The price reported above reflects the weighted (1) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- Includes 20,516 unvested Restricted Share Units (RSU's). Upon vesting thereof, the Reporting Person is entitled to receive one (1) **(2)** Ordinary Share for each one (1) RSU upon vesting.
- Restricted Stock Units granted on February 20, 2013 shall vest at a rate of 12/48th of the original number of shares on February 1, 2014, and thereafter at a rate of 3/48th of the original number of shares on the first day of each quarterly period of May, August, November and February commencing on May 1, 2014, with the last 3/48th of the original number of shares vesting on February 1, 2017 so long as reporting person remains an officer or employee of the Company.

Reporting Owners 2

9. Ni Deriv Secu Bene

Own

Follo Repo Trans (Insti

Date

Edgar Filing: Shulman Yakov (Jacob) - Form 4

- (4) The Reporting Person is entitled to receive one (1) ordinary share for each one (1) restricted stock unit.
- (5) Includes 29,516 unvested Restricted Share Units (RSU's). Upon vesting thereof, the Reporting Person is entitled to receive one (1) Ordinary Share for each one (1) RSU upon vesting.

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.