

Sultzbaugh Marc
Form 4
August 11, 2011

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 *
Sultzbaugh Marc

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)
08/09/2011

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

VP World Wide Sales

350 OAKMEAD
PARKWAY, SUITE 100

(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

SUNNYVALE, CA 94085

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares	08/09/2011		M	168	A	\$ 9.19	26,103 ⁽¹⁾	D
Ordinary Shares	08/09/2011		S	168	D	\$ 29.08	25,935 ⁽¹⁾	D
Ordinary Shares	08/11/2011		M	1,199	A	\$ 9.19	27,134 ⁽¹⁾	D
Ordinary Shares	08/11/2011		S	1,199	D	\$ 30.072 ⁽²⁾	25,935 ⁽¹⁾	D
	08/11/2011		M	3,801	A	\$ 8.23	29,736 ⁽¹⁾	D

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Ordinary
Shares

Ordinary Shares	08/11/2011	S	3,801	D	\$ 30.072 <u>(2)</u>	25,935 <u>(1)</u>	D
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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. F. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.19	08/09/2011		M	168	<u>(3)</u> 10/25/2016	Ordinary Shares	168
Stock Option (Right to Buy)	\$ 9.19	08/11/2011		M	1,199	<u>(3)</u> 10/25/2016	Ordinary Shares	1,199
Stock Option (Right to Buy)	\$ 8.23	08/11/2011		M	3,801	<u>(3)</u> 12/25/2018	Ordinary Shares	3,801

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sultzbaugh Marc 350 OAKMEAD PARKWAY			VP World Wide Sales	

SUITE 100
SUNNYVALE, CA 94085

Signatures

/s/ Marc Sultzbaugh by Michael Gray, Power of
Attorney

08/11/2011

__Signature of Reporting Person

Date

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) Includes 21,250 restricted share units ("RSUs"). The Reporting Person is entitled to receive one (1) ordinary share for each one (1) RSU. This transaction was executed in multiple trades in prices ranging from \$30.00 to \$30.15. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a shareholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (2) average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a shareholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (3) The shares subject to this option are fully vested and exercisable.

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.