

Waldman Eyal
Form 4/A
March 09, 2009

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 *

Waldman Eyal

(Last) (First) (Middle)

C/O MELLANOX TECHNOLOGIES, LTD., HERMON BLDG

(Street)

YOKNEAM, L3 20692

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Mellanox Technologies, Ltd.
[MLNX]

3. Date of Earliest Transaction (Month/Day/Year)

01/31/2008

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

02/04/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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	(A) or (D)	Price			
Ordinary Shares	01/31/2008		S(1)		6,266 (2) (3)	D	\$ 15	2,040,043 (2) (3)	I	by Partnership (2) (3)
Ordinary Shares	01/31/2008		S(1)		67 (2) (3)	D	\$ 15.01	2,039,976 (2) (3)	I	by Partnership (2) (3)
Ordinary Shares	01/31/2008		S(1)		200 (2) (3)	D	\$ 15.02	2,039,776 (2) (3)	I	by Partnership (2) (3)

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Ordinary Shares	01/31/2008	S ⁽¹⁾	133 ⁽²⁾ <u>(3)</u>	D	\$ 15.03	2,039,643 ⁽²⁾ <u>(3)</u>	I	by Partnership <u>(2) (3)</u>
Ordinary Shares	01/31/2008	S ⁽¹⁾	3,333 ⁽²⁾ <u>(3)</u>	D	\$ 15.1	2,036,310 ⁽²⁾ <u>(3)</u>	I	by Partnership <u>(2) (3)</u>
Ordinary Shares	01/31/2008	S ⁽¹⁾	3,333 ⁽²⁾ <u>(3)</u>	D	\$ 15.15	2,032,977 ⁽²⁾ <u>(3)</u>	I	by Partnership <u>(2) (3)</u>
Ordinary Shares	01/31/2008	S ⁽¹⁾	3,333 ⁽²⁾ <u>(3)</u>	D	\$ 15.25	2,029,644 ⁽²⁾ <u>(3)</u>	I	by Partnership <u>(2) (3)</u>
Ordinary Shares	01/31/2008	S ⁽¹⁾	2,000 ⁽²⁾ <u>(3)</u>	D	\$ 15.9	2,027,644 ⁽²⁾ <u>(3)</u>	I	by Partnership <u>(2) (3)</u>
Ordinary Shares	01/31/2008	S ⁽¹⁾	1,333 ⁽²⁾ <u>(3)</u>	D	\$ 16.1	2,026,311 ⁽²⁾ <u>(3)</u>	I	by Partnership <u>(2) (3)</u>
Ordinary Shares	02/01/2008	S ⁽¹⁾	1,666 ⁽²⁾ <u>(3)</u>	D	\$ 15.5	2,024,645 ⁽²⁾ <u>(3)</u>	I	by Partnership <u>(2) (3)</u>

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

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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 Beneficially Owned Following Transaction (Instr. 3)
				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
Waldman Eyal C/O MELLANOX TECHNOLOGIES, LTD. HERMON BLDG YOKNEAM, L3 20692	X		Chief Executive Officer	

Signatures

/s/ Eyal Waldman by Michael Gray, Power of Attorney

03/09/2009

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2007.

(2) Shares held by Waldo Holdings 2, a general partnership formed pursuant to the laws of Israel, of which Eyal Waldman is a general partner ("Waldo"). On January 23, 2008, pursuant to an agreement confirmed by an Israeli court, Mr. Waldman's beneficial ownership with respect to the shares held by Waldo was reduced by 33.34% in a transaction exempt from the reporting requirements under Section 16 of the Securities Exchange Act of 1934. Accordingly, Mr. Waldman now has sole voting and dispositive power over, and a pecuniary interest with respect to a total of only 66.66% of the shares held by Waldo. This adjustment to Mr. Waldman's beneficial ownership was inadvertently not reflected in Form 4's filed by Mr. Waldman between February 4, 2008 and June 3, 2008. (Continued in Footnote 3)

(3) (Continuation of Footnote 2) Therefore, this Form 4 is hereby amended to accurately reflect Mr. Waldman's beneficial ownership of only 66.66% of the shares held by Waldo, and to reflect that Mr. Waldman was not a 10% beneficial owner of the issuer's securities from and after January 23, 2008. Except as otherwise noted in this Form 4-A, all other information disclosed in the reporting person's original Form 4 was accurately reported.

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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