

Ashuri Roni
Form 4
November 10, 2009

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 *
Ashuri Roni

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)
11/06/2009

____ Director
 Officer (give title below) _____ Other (specify below)
VP of Engineering

C/O MELLANOX TECHNOLOGIES, LTD., HERMON BLDG.

(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

YOKNEAM, L3 20692

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Ordinary Shares	11/06/2009		M	1,205	A \$ 1.3	376,348 ⁽¹⁾	D
Ordinary Shares	11/06/2009		S	1,205	D \$ 18.1 ⁽²⁾	375,143 ⁽¹⁾	D
Ordinary Shares	11/09/2009		M	17,447	A \$ 1.3	392,590 ⁽¹⁾	D
Ordinary Shares	11/09/2009		S	17,447	D \$ 18.3259 ⁽³⁾	375,143 ⁽¹⁾	D

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Ordinary Shares	11/10/2009	M	6,600	A	\$ 1.3	381,743 <u>(1)</u>	D
Ordinary Shares	11/10/2009	S	6,600	D	\$ 18.2195 <u>(4)</u>	375,143 <u>(1)</u>	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 1.3	11/06/2009		M	1,205	<u>(5)</u> 02/27/2011	Ordinary Shares	1,205
Non-Qualified Stock Option	\$ 1.3	11/09/2009		M	17,447	<u>(5)</u> 02/27/2011	Ordinary Shares	17,447
Non-Qualified Stock Option	\$ 1.3	11/10/2009		M	6,600	<u>(5)</u> 02/27/2011	Ordinary Shares	6,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ashuri Roni
C/O MELLANOX TECHNOLOGIES, LTD.
HERMON BLDG.
YOKNEAM, L3 20692

VP of Engineering

Signatures

Roni Ashuri by Michael Gray, Power of Attorney

11/10/2009

 **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) Includes 1,143 shares that were acquired by the reporting person on August 29, 2008 pursuant to the company's employee stock purchase plan.

(2) This transaction was executed in multiple trades in prices ranging from \$18.10 to \$18.11. 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.

(3) This transaction was executed in multiple trades in prices ranging from \$18.20 to \$18.45. 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.

(4) This transaction was executed in multiple trades in prices ranging from \$18.10 to \$18.48. 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.

(5) 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.

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