

Ashuri Roni  
Form 4  
May 15, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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)  
05/11/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP of Engineering

C/O MELLANOX  
TECHNOLOGIES, LTD., BEIT  
MELLANOX

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Ordinary Shares	05/11/2012		M		5,700 A \$ 1.47	221,200 <sup>(1)</sup>	D
Ordinary Shares	05/11/2012		S		5,700 D \$ 58.1494 <sup>(2)</sup>	215,500 <sup>(1)</sup>	D
Ordinary Shares	05/11/2012		M		9,750 A \$ 1.47	225,250 <sup>(1)</sup>	D
Ordinary Shares	05/11/2012		S		9,750 D \$ 58.7429	215,500 <sup>(1)</sup>	D

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(3)

Ordinary Shares	05/14/2012		M	6,635	A	\$ 1.47	222,135 <sup>(1)</sup>	D
Ordinary Shares	05/14/2012		S	6,635	D	\$ 58.3209 <sup>(4)</sup>	215,500 <sup>(1)</sup>	D
Ordinary Shares	05/14/2012		M	515	A	\$ 2.63	216,015 <sup>(1)</sup>	D
Ordinary Shares	05/14/2012		S	515	D	\$ 58.268 <sup>(5)</sup>	215,500 <sup>(1)</sup>	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.**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.47	05/11/2012		M	15,450	<sup>(6)</sup> 06/18/2012	Ordinary Shares	15,450
Stock Option (Right to Buy)	\$ 1.47	05/14/2012		M	6,635	<sup>(6)</sup> 06/18/2012	Ordinary Shares	6,635
Stock Option (Right to Buy)	\$ 2.63	05/14/2012		M	515	<sup>(6)</sup> 12/27/2013	Ordinary Shares	515

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ashuri Roni C/O MELLANOX TECHNOLOGIES, LTD., BEIT MELLANOX YOKNEAM, L3 20692			VP of Engineering	

## Signatures

/s/ Roni Ashuri, by Matthew Gloss, by Power of Attorney	05/15/2012
**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 26,958 RSUs. Upon vesting thereof, 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 \$58.00 to \$58.49. 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 stockholder 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 \$58.50 to \$59.09. 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 stockholder 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 \$58.00 to \$58.81. 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 stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades in prices ranging from \$58.25 to \$58.29. 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 stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (6) The shares exercised pursuant to this option were 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.