



**Form 4**

**Mellanox Technologies, Ltd. - MLNX**

**May, 2 2008**

Statement of changes in beneficial ownership of securities

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <u>Waldman Eyal</u>  (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 <u>Mellanox Technologies, Ltd. [ MLNX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/30/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/30/2008		S	(1)	11,722	D	\$15	2,987,049	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	2,200	D	\$15.01	2,984,849	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	1,100	D	\$15.02	2,983,749	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	749	D	\$15.05	2,983,000	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	700	D	\$15.06	2,982,300	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	2,553	D	\$15.07	2,979,747	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	600	D	\$15.08	2,979,147	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	747	D	\$15.09	2,978,400	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	1,200	D	\$15.1	2,977,200	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	800	D	\$15.11	2,976,400	I	by Partnership (2)
Ordinary Shares	04/30/2008		S	(1)	2,100	D	\$15.13	2,974,300	I	by Partnership (2)

Ordinary Shares	04/30/2008		S <sup>(1)</sup>	4,800	D	\$15.14	2,969,500	I	by Partnership (2)
Ordinary Shares	04/30/2008		S <sup>(1)</sup>	900	D	\$15.15	2,968,600	I	by Partnership (2)
Ordinary Shares	04/30/2008		S <sup>(1)</sup>	800	D	\$15.17	2,967,800	I	by Partnership (2)
Ordinary Shares	04/30/2008		S <sup>(1)</sup>	100	D	\$15.18	2,967,700	I	by Partnership (2)
Ordinary Shares	04/30/2008		S <sup>(1)</sup>	300	D	\$15.19	2,967,400	I	by Partnership (2)
Ordinary Shares	04/30/2008		S <sup>(1)</sup>	1,278	D	\$15.2	2,966,122	I	by Partnership (2)
Ordinary Shares	04/30/2008		S <sup>(1)</sup>	1,122	D	\$15.21	2,965,000	I	by Partnership (2)
Ordinary Shares	04/30/2008		S <sup>(1)</sup>	400	D	\$15.22	2,964,600	I	by Partnership (2)
Ordinary Shares	04/30/2008		S <sup>(1)</sup>	300	D	\$15.23	2,964,300	I	by Partnership (2)
Ordinary Shares	05/01/2008		S <sup>(1)</sup>	2,500	D	\$15	2,961,800	I	by Partnership (2)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2007.
- Shares held by Waldo 2 Holdings, a general partnership formed pursuant to the laws of Israel of which Mr. Waldman is a general partner. Mr. Waldman has sole voting and dispositive power over all of the shares.

**Remarks:**

/s/ Eyal Waldman by Michael  
Gray, Power of Attorney 05/02/2008

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**