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MELLANOX TECHNOLOGIES, LTD.

Reported by

COHEN SHAI

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/24/12 for the Period Ending 02/22/12

Address	350 OAKMEAD PARKWAY, SUITE 100 SUNNYVALE, CA 94085
Telephone	408-970-3400
CIK	0001356104
Symbol	MLNX
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

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FORM 4

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

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Cohen Shai	**Mellanox Technologies, Ltd. [MLNX]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **C/O MELLANOX TECHNOLOGIES, LTD.,, BEIT MELLANOX**	3. Date of Earliest Transaction (MM/DD/YYYY) **2/22/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Chief Operating Officer**
(Street) **YOKNEAM, L3 20692** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**2/22/2012**		**A**		**15000** (1) (2)	**A**	**$ 0**	**226371** (3)	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) The Reporting Person is entitled to receive one (1) ordinary share for each one (1) restricted stock unit.

(2) Restricted Stock Units granted on February 22, 2012 shall vest at a rate of 12/48th of the original number of shares on February 1, 2013, and thereafter at a rate of 3/48th of the original number of shares on the first day of each quarterly period of May, August, November and February commencing on May 1, 2013, with the last 3/48th of the original number of shares vesting on February 1, 2016 so long as reporting person remains an officer or employee of the Company.

(3) Includes 34,750 RSUs. Upon vesting thereof, the Reporting Person is entitled to receive one (1) ordinary share for each one (1) RSU.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Shai **C/O MELLANOX TECHNOLOGIES, LTD.,**			**Chief Operating Officer**	

BEIT MELLANOX YOKNEAM, L3 20692				

Signatures

/s/ Shai Cohen by Matthew Gloss, Power of Attorney	**2/24/2012**
** 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.

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