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DSP GROU Form 4 May 02, 200 FORN Check ti if no lor subject Section Form 4 Form 5 obligation may cor <i>See</i> Inst	A 4 UNITED S his box his box his box his box state STATEM 16. or Filed pur Section 17(4)	IENT OF suant to Se a) of the Pu	Washingto CHANGES I SECU ection 16(a) of	on, D.C. 2 N BENE URITIES the Secur olding Co	FICL rities	AL OWN Exchange 1y Act of	1935 or Section	OMB Number: Expires: Estimated a burden hour response	•		
1(b). (Print or Type	Pasponses)										
	Address of Reporting	S	2. Issuer Name a Symbol OSP GROUP			8	5. Relationship of I Issuer				
(Month/I				ate of Earliest Transaction nth/Day/Year) 28/2006				(Check all applicable) <u>X</u> Director Officer (give title Director) below) Director below)			
				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		(Zip)	Table I - No	n-Derivativ	e Secu		Person iired, Disposed of,	or Beneficial	v Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed			ities A osed of , 4 and (A) or	cquired (A)	· • ·	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial		
Common Stock	04/28/2006		М	V Amoun 651	A	\$ 17.8161	651	D			
Common Stock	04/28/2006		S	651	D	\$ 26.7611	0	D			
Common Stock	04/28/2006		М	2,651	А	\$ 17.8161	2,651	D			
Common Stock	04/28/2006		S	2,651	D	\$ 26.7611	0	D			
Common Stock	04/28/2006		М	3,333	А	\$ 15.82	3,333	D			

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Common Stock 04/28/2006 S 3,333 D ^{\$}_{26.7611} 0 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.

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. Transactic Code (Instr. 8)	onof De Secu Acqu (A) c Disp (D)	rities uired or osed of r. 3, 4,	ative Expiration Date es (Month/Day/Year) d d of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.8161	04/28/2006		М		651	02/04/2004	02/04/2012	Common Stock	651
Stock Option (Right to Buy)	\$ 17.8161	04/28/2006		М		2,651	02/04/2005	02/04/2012	Common Stock	2,651
Stock Option (Right to Buy)	\$ 15.82	04/28/2006		М		3,333	01/01/2006	01/01/2013	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
SEROUSSI YAIR C/O DSP GROUP, INC. 3120 SCOTT BLVD SANTA CLARA, CA 95054	Х						

8 D S (]

Signatures

/s/ Yair Seroussi

05/02/2006

**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).

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.