

DSP GROUP INC /DE/  
Form 4  
July 31, 2006

**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 \*  
**SILVER LOUIS**

(Last) (First) (Middle)

**C/O DSP GROUP, INC., 3120  
SCOTT BLVD**

(Street)

**SANTA CLARA, CA 95054**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**DSP GROUP INC /DE/ [DSPG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/27/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. 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)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	07/27/2006		M		900	A	\$ 12.5361	900	D	
Common Stock	07/27/2006		S		900	D	\$ 24.5	0	D	
Common Stock	07/27/2006		M		625	A	\$ 12.5361	625	D	
Common Stock	07/27/2006		S		625	D	\$ 24.5	0	D	
Common Stock	07/27/2006		M		625	A	\$ 12.5361	625	D	

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Common Stock	07/27/2006	S	625	D	\$ 24.5	0	D
Common Stock	07/27/2006	M	625	A	\$ 12.5361	625	D
Common Stock	07/27/2006	S	625	D	\$ 24.5	0	D
Common Stock	07/27/2006	M	500	A	\$ 12.5361	500	D
Common Stock	07/27/2006	S	500	D	\$ 24.5	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.**

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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. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy)	\$ 12.5361	07/27/2006		M	900	08/05/2003 08/04/2009	Common Stock	900	
Stock Option (Right to Buy)	\$ 12.5361	07/27/2006		M	625	11/05/2003 08/04/2009	Common Stock	625	
Stock Option (Right to Buy)	\$ 12.5361	07/27/2006		M	625	02/05/2004 08/04/2009	Common Stock	625	
	\$ 12.5361	07/27/2006		M	625	05/05/2004 08/04/2009		625	

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 12.5361	07/27/2006		M	500	08/05/2004	08/04/2009	Common Stock	500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVER LOUIS C/O DSP GROUP, INC. 3120 SCOTT BLVD SANTA CLARA, CA 95054		X		

## Signatures

/s/ Louis Silver	07/31/2006
<u>    </u> 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.

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