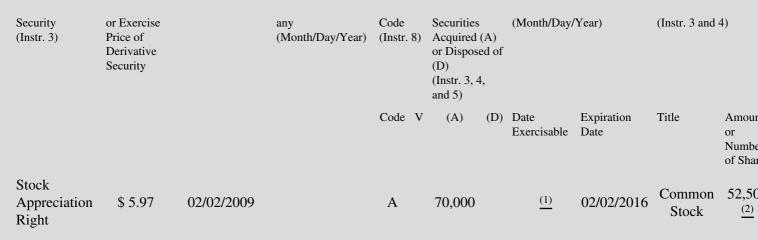
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Fogel Eli Form 4										
February 04, 200	9									
FORM 4									PPROVAL	
Washington, D.C. 20549								N OMB Number:	3235-0287	
Check this box if no longer CTLATED ALLONG OF CHANGES IN DEDUEELCIAL ON ALLONG							Expires:	January 31, 2005		
subject to Section 16. Form 4 or					WNERSHIP OF	Estimated burden hou response	average urs per			
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Jtility Hol	lding Coi		nge Act of 1934, of 1935 or Secti 1940	·		
(Print or Type Respondent	nses)									
1. Name and Address of Reporting Person <u>*</u> Fogel Eli			2. Issuer Name and Ticker or Trading Symbol DSP GROUP INC /DE/ [DSPG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle)		of Earliest T			(Che	eck all applicabl	e)	
C/O DSP GROU NORTH FIRST 460	JP, INC., 258	80		Day/Year)	Tansaction		Director X Officer (gi below)		% Owner her (specify	
((Street)	4. If Amendment, Date Original Filed(Month/Day/Year)			ıl	6. Individual or Joint/Group Filing(Check Applicable Line)				
SAN JOSE, CA	95131						_X_ Form filed by Form filed by Person	One Reporting P More than One R		
(City) ((State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/Day/Year)		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	or (D) Price	(Instr. 3 and 4)			
Reminder: Report on	a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
	•				Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	Beneficially Owner securities)	đ		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securitie

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Reporting Owners

Reporting Owner Name / Address			Rela	tionships	
		Director	10% Owner	Officer	Other
Fogel Eli C/O DSP GROUP, INC. 2580 NORTH FIRST STREET, SUITE 460 SAN JOSE, CA 95131				SVP and CTO	
Signatures					
/s/ Eli Fogel	02/04/2009				
<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).
- (1) The Stock Appreciation Right vests 25% after 1 year and 6.25% each quarter thereafter.

The Stock Appreciation Right grant is subject to a ceiling such that when the fair market value of the Company's common stock is equal to or greater than four times the base appreciation amount of the stock appreciation right, the portion of the stock appreciation rights that is vested on such date is automatically exercised on the next trading day and the appreciation amount is paid by the issuance of the

respective number of shares of the Company's common stock.

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.

(2)