Edgar Filing: DSP GROUP INC /DE/ - Form 4

DSP GROUP INC	C/DE/										
Form 4											
February 04, 2009)										
FORM 4			GEGU						PPROVAL	1	
	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-02		
Check this box if no longer	Expires:	January	31, 005								
subject to	STATEN	AENT OF	F CHAN			ICIAL OV	WNERSHIP OF	Estimated		005	
Section 16.				SECUF	RITIES			burden hou	•		
Form 4 or Form 5	Filed pur	count to S	action	16(a) of th	o Socuri	tion Exchan	nge Act of 1934,	response		0.5	
obligations may continue. <i>See</i> Instruction 1(b).	-	(a) of the H	Public U	Itility Hol	ding Cor		of 1935 or Section	on			
(Print or Type Respon	ises)										
1. Name and Address EDAN BOAZ	2. Issuer Name and Ticker or Trading Symbol DSP GROUP INC /DE/ [DSPG]				5. Relationship of Reporting Person(s) to Issuer						
					-	0310]	(Check all applicable)				
(Last) (l	First) (1	Middle)	3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner				
C/O DSP GROUP, INC., 2580 02/0 NORTH FIRST STREET, SUITE 460				-			Officer (give title Other (specify below) below) Chief Operating Officer				
(5	Street)		4. If Am	endment, Da	ate Origina	1	6. Individual or Joint/Group Filing(Check				
Filed(Month/Da					_X_ Form filed by				One Reporting Person More than One Reporting		
SAN JOSE, CA 9	95131						Person		oportung		
(City) (S	State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deeme Execution I any (Month/Day/Year)					(A) or of (D)		6. Ownership Form: Direct (D) or Indirect (I)	Ownership			
							Following Reported	(Instr. 4)	(Instr. 4)		
						(A)	Transaction(s)				
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Report on	a separate line	e for each cla	ass of sec	urities benef	ficially own	ned directly of	or indirectly.				
					inforn requir	nation cont red to respo lys a currer	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible s	Beneficially Owner securities)	1			

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

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Stock Appreciation Right	\$ 5.97	02/02/2009		А		140,000		(1)	02/02/2016	Common Stock	105

Reporting Owners

Reporting Owner Name / Address		Relationships							
	Director	10% Owner	Officer	Other					
EDAN BOAZ C/O DSP GROUP, INC. 2580 NORTH FIRST STREET, SUITE 460 SAN JOSE, CA 95131				Chief Operating Officer					
Signatures									
/s/ Boaz Edan	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)