

DSP GROUP INC /DE/
Form 3
July 25, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Levy Dror

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/19/2006

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Chief Financial Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

C/O DSP GROUP, INC.,Â 3120
SCOTT BLVD

(Street)

SANTA CLARA,Â CAÂ 95054

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Stock Option (Right to Buy)	Â (1)	10/30/2009	Common Stock	136	\$ 11.4848	D	Â
Stock Option (Right to Buy)	Â (2)	08/26/2009	Common Stock	337	\$ 13.3502	D	Â
Stock Option (Right to Buy)	Â (3)	10/30/2009	Common Stock	500	\$ 11.4848	D	Â
Stock Option (Right to Buy)	Â (4)	08/26/2009	Common Stock	1,750	\$ 13.3502	D	Â
Stock Option (Right to Buy)	Â (5)	05/13/2010	Common Stock	21,250	\$ 22.42	D	Â
Stock Option (Right to Buy)	Â (6)	07/04/2012	Common Stock	15,000	\$ 23.88	D	Â
Stock Appreciation Right	Â (7)	04/05/2013	Common Stock	20,000	\$ 28.59	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levy Dror C/O DSP GROUP, INC. 3120 SCOTT BLVD SANTA CLARA, CA 95054	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Dror Levy 07/25/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Vests on October 30, 2006.

(2) Vests on August 26, 2006.

(3) Vests on October 30, 2006.

(4) Currently exercisable as to 500 options with the remaining 1,250 options vesting on August 26, 2006.

(5) Currently exercisable as to 13,750 options and will vest as to 1,875 options on August 13, 2006, November 13, 2006, February 13, 2007 and May 13, 2007.

(6) Vested as to 25% on July 4, 2006 and will vest thereafter as to 6.25% at the end of each 3 month period.

(7) Will vest as to 25% on April 5, 2007 and thereafter as to 6.25% at the end of each 3 month period.

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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