DSP GROUP INC /DE/

Form 5

February 14, 2003

SEC Form 5

OMB APPROVAL FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION [] Check this box if no Washington, D.C. 20549 longer subject to Section 16. Form 4 OMB Number: 3235-0362 or Form 5 obligations may Expires: January 31, 2005 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP continue. Estimated average burden See Instruction 1(b). hours per response. 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section [] Form 3 Holdings 17(a) of the Public Utility Reported Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [X] Form 4 Transactions Reported Name and Address of Reporting Person* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) to Ayalon, Eliyahu and Ticker or Trading Symbol Month/Year (Check all applicable) DSP Group, Inc. 12/31/2002 (First) (Last) DSPG X Director _ 10% Owner (Middle) X Officer (give title below) _ Other c/o DSP Group, Inc. (specify below) 3120 Scott Blvd 3. I.R.S. Identification 5. If Amendment, Number of Reporting Date of Original Description **Chief Executive** Person, if an entity (Street) (Month/Year) Officer (voluntary) Santa Clara. CA 95054 7. Individual or Joint/Group (City) (State) (Zip) Filing (Check Applicable Line) X 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 2.Transaction 2A. Deemed 3. 4. Securities 5. Amount of 6. Owner-7. Nature of (Instr. 3) Execution Date, if Transaction Acquired (A) or Securities ship Indirect Date (Month/Day/Year) any Code Disposed Of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership (Instr. 3, 4, and 5) Indirect Issuer's Fiscal (Instr. 4) Year (Instr. 3 and (Instr. 4) Amount A/D Price Common Stock 4,434 (1) //\$ D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date	7. Title and	8. Price	9. Number of	10.
Derivative	sion or	Transaction	Deemed	Transaction	of	Exercisable(DE)	Amount of	of	Derivative	Owner-
Security	Exercise	Date	Execution	Code	Derivative	and	Underlying	Derivative	Securities	ship
(Instr. 3)	Price of		Date, if		Securities	Expiration	Securities	Security	Beneficially	Form of
	Deri-	(Month/	any	(Instr.8)	Acquired	Date(ED)	(Instr. 3 and 4)	(Instr.5)	Owned	Deriv-
	vative	Day/			(A)	(Month/Day/Year)			at End of Year	ative
	Security	Year)	(Month/		or				Reported	Securities

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		Day/ Year)		Disposed Of (D) (Instr. 3, 4 and 5)			,	Direct (D) or Indirect (I (Instr.4)
				A or	DE / ED	Title / Amount or Number of Shares		
\$17.816 (2)	02/04/2002		A	250,000 A	02/04/2002 / 02/04/2009	Common Stock / 250,000	1,140,000	D

Explanation of Responses:

- (1) Includes 528 shares of common stock and 735 shares of common stock acquired under DSP Group, Inc.'s Employee Stock Purchase Plan on January 1, 2002 and June 30, 2002, respectively.
- (2) Reflects adjustments to the exercise price of the shares exercisable under the option in connection with spin-off of ParthusCeva, Inc.

By: Date:

/s/ Eliyahu Ayalon

02/14/2003

Eliyahu Ayalon

** Signature of Reporting Person

SEC 2270 (09-02)

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

- * 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.