

DSP GROUP INC /DE/
Form 4
March 01, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
ZELNIK MOSHE

(Last) (First) (Middle)

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

(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)
02/27/2006

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)
Chief Financial Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/27/2006		M		1,082 A \$ 16.79	1,082	D
Common Stock	02/27/2006		S		1,082 D \$ 27.619	0	D
Common Stock	02/27/2006		M		3,125 A \$ 16.79	3,125	D
Common Stock	02/27/2006		S		3,125 D \$ 27.619	0	D
Common Stock	02/27/2006		M		3,125 A \$ 16.79	3,125	D

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Common Stock	02/27/2006	S	3,125	D	\$ 27.619	0	D
Common Stock	02/27/2006	M	1,250	A	\$ 17.8161	1,250	D
Common Stock	02/27/2006	S	1,250	D	\$ 27.619	0	D
Common Stock	02/27/2006	M	4,375	A	\$ 17.8161	4,375	D
Common Stock	02/27/2006	S	4,375	D	\$ 27.619	0	D
Common Stock	02/27/2006	M	4,375	A	\$ 17.8161	4,375	D
Common Stock	02/27/2006	S	4,375	D	\$ 27.619	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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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.79	02/27/2006		M	1,082	07/22/2005 01/22/2010	Common Stock	1,082
Stock Option (Right to Buy)	\$ 16.79	02/27/2006		M	3,125	10/22/2005 01/22/2010	Common Stock	3,125
Stock Option	\$ 16.79	02/27/2006		M	3,125	01/22/2006 01/22/2010	Common Stock	3,125

(Right to Buy)

Stock Option (Right to Buy) \$ 17.8161 02/27/2006 M 1,250 08/04/2005 02/04/2009 Common Stock 1,250

Stock Option (Right to Buy) \$ 17.8161 02/27/2006 M 4,375 11/04/2005 02/04/2009 Common Stock 4,375

Stock Option (Right to Buy) \$ 17.8161 02/27/2006 M 4,375 02/04/2006 02/04/2009 Common Stock 4,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELNIK MOSHE C/O DSP GROUP, INC. 3120 SCOTT BOULEVARD SANTA CLARA, CA 95054			Chief Financial Officer	

Signatures

/s/ Moshe Zelnik 03/01/2006

 **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. 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.