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

DSP GROU	IP INC /DE/										
Form 4											
January 31,	2008										
FORM		CTATEC	CECU				COMMISSION	Т	PPROVAL		
	N OMB Number:	3235-0287									
Check this box if no longer CTLATED (EDVID OF CHANCES IN DEDEELCIAL ON NEDSILID OF									January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Section 16. SECURITIES Form 4 or SECURITIES								Estimated burden hou response	average urs per		
Form 5 obligation may con <i>See</i> Inst 1(b).	ons Section 17((a) of the P	ublic U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Section 940	on			
(Print or Type	Responses)										
1. Name and Address of Reporting Person * EDAN BOAZ S				er Name an o		-	5. Relationship of Reporting Person(s) to Issuer				
			DSP G	ROUP IN	IC /DE/ [DSPG]	(Check all applicable)				
(Last)		3. Date of Earliest Transaction									
				Day/Year) 2008			Director 10% Owner X Officer (give title Other (specify below) below) Chief Operating Officer				
	(Street)		4. If Am	If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
F				Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SAN JOSE	, CA 95131						Person				
(City)	(State)	(Zip)	Tab	le I - Non-l			cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate line	e for each cla	iss of sec	urities bene	ficially ow	ned directly o	or indirectly.				
Persons who respond to the collect information contained in this form required to respond unless the for displays a currently valid OMB cor number.							n are not rm	SEC 1474 (9-02)			
	Tab					posed of, or	Beneficially Owned	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	Amor or Num of Sh
Stock Appreciation Right	\$ 10.23	01/30/2008		А		120,000		<u>(1)</u>	01/30/2015	Common Stock	60,0

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 01/31/2008

<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.

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.