

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

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title below) ____ Other (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

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.

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SEC 1474
(9-02)

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
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Stock

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

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

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.

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