

DSP GROUP INC /DE/  
Form 4  
January 31, 2005

**FORM 4**

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

OMB APPROVAL

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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

(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)  
**01/27/2005**

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/27/2005		M	120 A \$ 17.82	120	D	
Common Stock	01/27/2005		S	120 D \$ 24.55	0	D	
Common Stock	01/27/2005		M	1,160 A \$ 17.82	1,160	D	
Common Stock	01/27/2005		S	1,160 D \$ 24.55	0	D	
Common Stock	01/27/2005		M	1,160 A \$ 17.82	1,160	D	

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Common Stock	01/27/2005	S	1,160	D	\$ 24.55	0	D
Common Stock	01/27/2005	M	1,160	A	\$ 17.82	1,160	D
Common Stock	01/27/2005	S	1,160	D	\$ 24.55	0	D
Common Stock	01/27/2005	M	2,320	A	\$ 17.82	2,320	D
Common Stock	01/27/2005	S	2,320	D	\$ 24.55	0	D
Common Stock	01/27/2005	M	4,375	A	\$ 17.82	4,375	D
Common Stock	01/27/2005	S	4,375	D	\$ 24.52	0	D
Common Stock	01/27/2005	M	4,375	A	\$ 17.82	4,375	D
Common Stock	01/27/2005	S	4,375	D	\$ 24.52	0	D

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

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(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)	\$ 17.82	01/27/2005		M	120	08/04/2003 02/04/2009	Common Stock	120
	\$ 17.82	01/27/2005		M	1,160	11/04/2003 02/04/2009		1,160

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 17.82	01/27/2005	M	1,160	02/04/2004	02/04/2009		Common Stock	1,160
Stock Option (Right to Buy)	\$ 17.82	01/27/2005	M	1,160	05/04/2004	02/04/2009		Common Stock	1,160
Stock Option (Right to Buy)	\$ 17.82	01/27/2005	M	2,320	08/04/2004	02/04/2009		Common Stock	2,320
Stock Option (Right to Buy)	\$ 17.82	01/27/2005	M	4,375	08/04/2004	02/04/2009		Common Stock	4,375
Stock Option (Right to Buy)	\$ 17.82	01/27/2005	M	4,375	11/04/2004	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                      01/31/2005

\*\*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.

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