

DSP GROUP INC /DE/
Form 4
February 28, 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)
02/24/2006

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 | 02/24/2006 | | M | | 2,957 A \$ 16.79 | 2,957 | D |
| Common Stock | 02/24/2006 | | S | | 2,957 D \$ 26.8525 | 0 | D |
| Common Stock | 02/24/2006 | | M | | 2,043 A \$ 16.79 | 2,043 | D |
| Common Stock | 02/24/2006 | | S | | 2,043 D \$ 26.8525 | 0 | D |
| Common Stock | 02/24/2006 | | M | | 1,875 A \$ 17.8161 | 1,875 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | 02/24/2006 | S | 1,875 | D | \$ 27.1108 | 0 | D |
| Common Stock | 02/24/2006 | M | 3,125 | A | \$ 17.8161 | 3,125 | D |
| Common Stock | 02/24/2006 | S | 3,125 | D | \$ 27.1108 | 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) | \$ 16.79 | 02/24/2006 | | M | 2,957 | 04/22/2005 01/22/2010 | Common Stock | 2,957 |
| Stock Option (Right to Buy) | \$ 16.79 | 02/24/2006 | | M | 2,043 | 07/22/2005 01/22/2010 | Common Stock | 2,043 |
| Stock Option (Right to Buy) | \$ 17.8161 | 02/24/2006 | | M | 1,875 | 05/04/2005 02/04/2009 | Common Stock | 1,875 |
| Stock Option (Right to Buy) | \$ 17.8161 | 02/24/2006 | | M | 3,125 | 08/04/2005 02/04/2009 | Common Stock | 3,125 |

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 02/28/2006

__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).

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