

COMPUGEN LTD
Form SC 13G
February 06, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549
SCHEDULE 13G**

Under the Securities Exchange Act of 1934

Compugen Ltd.
(Name of Issuer)

Ordinary Shares, nominal value 0.01 New Israeli Shekels per Share
(Title of class of Securities)

M25722105

(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 4 Pages

1

CUSIP NO. M25722105

13G

Page 2 of 4 Pages

1 NAME OR REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Name: Martin S. Gerstel

Social Security Number: 044-32-2725

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF **5** SOLE VOTING POWER
SHARES

1,142,568

BENEFICIALLY **6** SHARED VOTING POWER

OWNED BY
550,000

EACH
REPORTING **7** SOLE DISPOSITIVE POWER

PERSON
WITH **8** 1, 142,568
SHARED DISPOSITIVE POWER

550,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,692,568

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

6.07%

TYPE OF REPORTING PERSON*

12

IN

***SEE INSTRUCTION BEFORE FILLING OUT!**

2

CUSIP NO. M25722105

13G

Page 3 of 4 Pages

Item 1.

(a) Compugen Ltd.

(b) 72 Pinchas Rosen St., Tel Aviv, 69512 Israel

Item 2.

(a) Martin S. Gerstel

(b) 72 Pinchas Rosen St., Tel Aviv, 69512 Israel

(c) USA

(d) Ordinary Shares nominal value 0.01 New Israeli Shekels per Share

(e) M25722105

Item 3.

Not applicable.

Item 4. Ownership.

(a) 1,692,568

(b) 6.07%

(c) (i) 1,142,568

(ii) 550,000

(iii) 1,142,568

(iv) 550,000

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

CUSIP NO. M25722105

13G

Page 4 of 4 Pages

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 6, 2006

Date

/s/ Martin S. Gerstel

Signature

Martin S. Gerstel

Name