

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

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 *
EDAN BOAZ

(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 Operating 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		100 \$ 16.79	D	
Common Stock	02/27/2006		S		100 \$ 27.6014	D	
Common Stock	02/27/2006		M		9,375 \$ 16.79	D	
Common Stock	02/27/2006		S		9,375 \$ 27.6014	D	
Common Stock	02/27/2006		M		5,525 \$ 16.79	D	

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Common Stock	02/27/2006	S	5,525	D	\$ 27.6014	0	D
Common Stock	02/27/2006	M	1,657	A	\$ 17.8161	1,657	D
Common Stock	02/27/2006	S	1,657	D	\$ 27.7	0	D
Common Stock	02/27/2006	M	1,657	A	\$ 17.8161	1,657	D
Common Stock	02/27/2006	S	1,657	D	\$ 27.7	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	02/27/2006		M	100	01/22/2005 01/22/2010	Common Stock	100
Stock Option (Right to Buy)	\$ 16.79	02/27/2006		M	9,375	04/22/2005 01/22/2010	Common Stock	9,375
Stock Option (Right to Buy)	\$ 16.79	02/27/2006		M	5,525	07/22/2005 01/22/2010	Common Stock	5,525
Stock Option	\$ 17.8161	02/27/2006		M	1,657	11/04/2005 02/04/2009	Common Stock	1,657

(Right to Buy)

Stock

Option (Right to Buy)	\$ 17.8161	02/27/2006	M	1,657	02/04/2006	02/04/2009	Common Stock	1,657
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDAN BOAZ C/O DSP GROUP, INC. 3120 SCOTT BOULEVARD SANTA CLARA, CA 95054			Chief Operating Officer	

Signatures

/s/ Boaz Edan 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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