

Elyakim Ofer  
 Form 3  
 February 04, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Elyakim Ofer</p> <p>(Last) (First) (Middle)</p> <p>C/O DSP GROUP, INC.,Â 2580                  NORTH FIRST STREET,                  SUITE 460</p> <p>(Street)</p> <p>SAN JOSE,Â CAÂ 95131</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/02/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DSP GROUP INC /DE/ [DSPG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  President of SEA Operations</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	02/07/2013	Common Stock	25,000	\$ 27.36	D	Â
Stock Appreciation Right	Â (2)	01/24/2014	Common Stock	7,500 (4)	\$ 21.7	D	Â
Stock Appreciation Right	Â (3)	01/30/2015	Common Stock	37,500 (5)	\$ 10.23	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elyakim Ofer C/O DSP GROUP, INC. 2580 NORTH FIRST STREET, SUITE 460 SAN JOSE, CA 95131	Â	Â	Â President of SEA Operations	Â

## Signatures

/s/ Ofer Elyakim 02/04/2009

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) 25% of the options vested on February 7, 2007. 6.25% of the remaining options vest at each quarter thereafter.

(2) 25% of the stock appreciation rights vested on January 24, 2008. 6.25% of the remaining stock appreciation rights vest each quarter thereafter.

(3) 25% of the stock appreciation rights vested on January 30, 2009. 6.25% of the remaining stock appreciation rights vest each quarter thereafter.

Mr. Elyakim received a grant to purchase 15,000 stock appreciation rights. The grant is subject to a ceiling such that when the fair market value of the Company's common stock is equal to or greater than two times the base appreciation amount of the stock appreciation rights, (4) the portion of the stock appreciation rights that is vested on such date is automatically exercised on the next trading day and the appreciation amount is paid by the issuance of the respective number of shares of the Company's common stock. Therefore the grant is exercisable for 7,500 shares of the Company's common stock.

Mr. Elyakim received a grant to purchase 75,000 stock appreciation rights. The grant is subject to a ceiling such that when the fair market value of the Company's common stock is equal to or greater than two times the base appreciation amount of the stock appreciation rights, (5) the portion of the stock appreciation rights that is vested on such date is automatically exercised on the next trading day and the appreciation amount is paid by the issuance of the respective number of shares of the Company's common stock. Therefore the grant is exercisable for 37,500 shares of the Company's common stock.

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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