

DSP GROUP INC /DE/
Form 4
April 26, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
04/22/2005

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) 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 Ownership (Instr. 4)
Common Stock	04/22/2005		M	4,744 A	\$ 17.39 4,744	D	
Common Stock	04/22/2005		S	4,744 D	\$ 25.5 0	D	
Common Stock	04/22/2005		M	4,748 A	\$ 17.39 4,748	D	
Common Stock	04/22/2005		S	4,748 D	\$ 25.5 0	D	
Common Stock	04/22/2005		M	5,000 A	\$ 14.15 5,000	D	

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Common Stock	04/22/2005	S	5,000	D	\$ 25.52	0	D
Common Stock	04/22/2005	M	5,000	A	\$ 14.15	5,000	D
Common Stock	04/22/2005	S	5,000	D	\$ 25.52	0	D
Common Stock	04/22/2005	M	5,000	A	\$ 14.15	5,000	D
Common Stock	04/22/2005	S	5,000	D	\$ 25.52	0	D
Common Stock	04/22/2005	M	5,000	A	\$ 14.15	5,000	D
Common Stock	04/22/2005	S	5,000	D	\$ 25.52	0	D
Common Stock	04/22/2005	M	4,363	A	\$ 17.82	4,363	D
Common Stock	04/22/2005	S	4,363	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,660	A	\$ 17.82	1,660	D
Common Stock	04/22/2005	S	1,660	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	0	D

Common
Stock

Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	0	D
Common Stock	04/22/2005	M	1,657	A	\$ 17.82	1,657	D
Common Stock	04/22/2005	S	1,657	D	\$ 25.5	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)	\$ 17.39	04/22/2005		M	4,744	07/26/2004 10/26/2007	Common Stock	4,744
Stock Option (Right to Buy)	\$ 17.39	04/22/2005		M	4,748	10/26/2004 10/26/2007	Common Stock	4,748
Stock Option (Right to Buy)	\$ 14.15	04/22/2005		M	5,000	05/31/2004 05/31/2008	Common Stock	5,000
Stock Option	\$ 14.15	04/22/2005		M	5,000	08/31/2004 05/31/2008	Common Stock	5,000

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(Right to Buy)										
Stock Option (Right to Buy)	\$ 14.15	04/22/2005	M	5,000	11/30/2004	05/31/2008	Common Stock	5,000		
Stock Option (Right to Buy)	\$ 14.15	04/22/2005	M	5,000	02/28/2005	05/31/2008	Common Stock	5,000		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	4,363	02/04/2003	02/04/2009	Common Stock	4,363		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	1,660	05/04/2003	02/04/2009	Common Stock	1,660		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	1,657	08/04/2003	02/04/2009	Common Stock	1,657		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	1,657	11/04/2003	02/04/2009	Common Stock	1,657		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	1,657	02/04/2004	02/04/2009	Common Stock	1,657		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	1,657	05/04/2004	02/04/2009	Common Stock	1,657		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	1,657	08/04/2004	02/04/2009	Common Stock	1,657		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	1,657	11/04/2004	02/04/2009	Common Stock	1,657		
Stock Option (Right to Buy)	\$ 17.82	04/22/2005	M	1,657	02/04/2005	02/04/2009	Common Stock	1,657		

Buy)

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 04/26/2005

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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