

DSP GROUP INC /DE/
Form 4
January 05, 2015

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 *
LACEY THOMAS A

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
DSP GROUP INC /DE/ [DSPG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

161 S. SAN ANTONIO RD, SUITE 10

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

LOS ALTOS, CA 94022

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	01/01/2015		M		4,000 (1) A \$ 0	10,000	D
Restricted Stock Units	01/01/2015		A		4,000 A \$ 0	14,000 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	01/01/2014		M	4,000	(4) (4)	Common Stock 4,000
Stock Option (Right to Buy)	\$ 10.87	01/01/2015		A	8,000	(5) 01/01/2025	Common Stock 8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LACEY THOMAS A 161 S. SAN ANTONIO RD SUITE 10 LOS ALTOS, CA 94022	X			

Signatures

/s/ Thomas
Lacey

01/05/2015

**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).

(1) Represents shares vested from Restricted Stock Units that were granted on 01/01/2014.

The total number of shares represents (i) 4,000 shares of common stock issued on 01/01/15 upon vesting of restricted stock units granted on 01/01/14, (ii) 4,000 restricted stock units that were granted under the 2012 Equity Incentive Plan on 01/01/2015 and will fully vest on 01/01/2016, and (iii) 6,000 shares of common stock currently outstanding.

(3) Each restricted stock unit represents a contingent right to receive one share of DSP Group, Inc. Common Stock.

(4) The restricted stock units were acquired under the 2012 Equity Incentive Plan and is 100% fully vested on 01/01/2015.

(5) The option will be 100% fully vested on 01/01/2016.

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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