ZELNIK MOSHE

Form 5

February 14, 2003

SEC Form 5

OMB APPROVAL FORM 5 **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** [] Check this box if no Washington, D.C. 20549 longer subject to Section 16. Form 4 OMB Number: 3235-0362 or Form 5 obligations may Expires: January 31, 2005 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP continue. Estimated average burden See Instruction 1(b). hours per response. 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section [] Form 3 Holdings 17(a) of the Public Utility Reported Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [X] Form 4 Transactions Reported Name and Address of Reporting Person* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) to Zelnik, Moshe and Ticker or Trading Symbol Month/Year Issuer (Check all applicable) DSP Group, Inc. 12/31/2002 (First) (Last) DSPG Director _ 10% Owner (Middle) X Officer (give title below) _ Other c/o DSP Group, Inc. (specify below) 3120 Scott Boulevard 3. I.R.S. Identification 5. If Amendment, Number of Reporting Date of Original Description **Chief Financial** Person, if an entity (Street) (Month/Year) Officer (voluntary) Santa Clara. CA 95054 7. Individual or Joint/Group (City) (State) (Zip) 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 2.Transaction 2A. Deemed 4. Securities Acquired 5. Amount of 6. Owner-7. Nature of (Instr. 3) Date Execution Date, if Transaction (A) or Disposed Of Securities ship Indirect (Month/Day/Year) any Code (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership (Instr. 3, 4, and 5) Indirect Issuer's Fiscal (Instr. 4) Year (Instr. 3 and (Instr. 4) Amount A/D Price

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									<u> </u>	
1. Title of Derivative Security (Instr. 3)	Exercise Price of Deri-	Transaction Date (Month/ Day/ Year)	F	Transaction Code (Instr.8)	of Derivative Securities	and	Amount of Underlying Securities (Instr. 3 and	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned at End of Year	Securities

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		Year)		Of (D) (Instr. 3, 4 and 5) A or	DE / ED	Title / Amount or Number of Shares		or Indirect (I) (Instr.4)
\$17.816 (1)	02/04/2002		A	70,000 A	02/04/2003 / 02/04/2009	Common Stock / 70,000	274,658	D

Explanation of Responses:

(1) Reflects adjustments to the exercise price of the shares exercisable under the option in connection with spin-off of	
ParthusCeva, Inc.	

By: Date:

<u>/s/ Moshe Zelnik</u> 02/14/2003

Moshe Zelnik

** Signature of Reporting Person SEC 2270 (09-02)

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

- * 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.

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB Number.