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DSP GROU	JP INC /DE/								
Form 4									
January 04,									
FORM	$\mathbf{\Lambda} 4_{\text{UNITED}}$	STATES	SECII	DITIES A	ND FY	СНАМСЕ		NT	PPROVAL
	UNITED	SIAILS		shington				Number:	3235-0287
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subject Section Form 4	to SIAIE 16.	MENT OF	CHAN	NGES IN SECUF		ICIAL OV	WNERSHIP OF	Estimated burden hou	average urs per
Form 5 obligati may con See Inst 1(b).	Filed put ons ntinue. Section 17((a) of the P	ublic U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940		. 0.5
(Print or Type	Responses)								
1. Name and SEROUSS	Address of Reporting I YAIR		Symbol	r Name and ROUP IN		-	5. Relationship o Issuer		
(Last)	(First) (f Earliest T		2010]	(Che	eck all applicabl	e)
. ,	GROUP, INC., 31			Day/Year)	Tansaction		X Director Officer (giv below)		% Owner her (specify
	(Street)			endment, Da nth/Day/Yea	-	d	6. Individual or Applicable Line)	Joint/Group Fili	ng(Check
SANTA C	LARA, CA 95054		i neu(ivio	nni/Day/Tea	1)		_X_ Form filed by	One Reporting P More than One R	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemee Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)
Reminder: Re	port on a separate line	e for each cla	ss of secu	urities benet	ficially ow	ned directly o	or indirectly.		
					inform	nation cont	spond to the colle ained in this forn	n are not	SEC 1474 (9-02)

Persons who respond to the collection of SEC 14' information contained in this form are not (9-0) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				(
			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.06	01/01/2006	A	15,000		<u>(1)</u>	01/01/2016	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
SEROUSSI YAIR C/O DSP GROUP, INC. 3120 SCOTT BLVD SANTA CLARA, CA 95054 Signatures	Х			
Oignatures				

/s/ Yair Seroussi 01/04/2006

re of

<u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option will vest in three (3) equal installments beginning on 01/01/2007.

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.

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