

Dauber Yoseph
Form 4
May 15, 2012

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dauber Yoseph

(Last) (First) (Middle)

12 BENNY GAON STREET,
BUILDING 2B, POLEG
INDUSTRIAL AREA

(Street)

NETANYA, L3 42504

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MAGICJACK VOCALTEC LTD
[CALL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	(A) or (D)	Price
Ordinary Shares	05/10/2012		M		6,154	A	\$ 14.825
Ordinary Shares	05/10/2012		M		3,446	A	\$ 8.27
Ordinary Shares	05/10/2012		M		14,000	A	\$ 0.7125

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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
Employee Stock Options (right to buy)	\$ 14.825	05/10/2012		M		6,154		<u>(1)</u>	12/25/2012	Ordinary Shares	6,154
Employee Stock Options (right to buy)	\$ 8.27	05/10/2012		M		3,446		<u>(2)</u>	04/11/2014	Ordinary Shares	3,446
Employee Stock Options (right to buy)	\$ 0.7125	05/10/2012		M		14,000		<u>(3)</u>	10/16/2015	Ordinary Shares	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dauber Yoseph 12 BENNY GAON STREET, BUILDING 2B POLEG INDUSTRIAL AREA NETANYA, L3 42504	X			

Signatures

/s/ Peter Russo,
attorney-in-fact

05/15/2012

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) The option originally vested quarterly in 16 equal installments beginning on March 25, 2006 and were fully vested.
- (2) The option originally vested quarterly in 16 equal installments beginning on July 11, 2007 and were fully vested.
- (3) The option vests in 16 equal quarterly installments beginning January 16, 2009 through October 16, 2012. The first 14 installments have already vested and were exercised on May 10, 2012.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney by Yoseph Dauber (incorporated herein by reference to Exhibit 24 to Form 3 filed

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.