

DSP GROUP INC /DE/
Form 3/A
September 26, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â NXP B.V. | | (Month/Day/Year) | DSP GROUP INC /DE/ [DSPG] | |
| (Last) | (First) | 09/04/2007 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| HIGH TECH CAMPUS | | | (Check all applicable) | 09/14/2007 |
| 60,Â 5656 AG EINDHOVEN | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> 10% Owner |
| | | | (give title below) | <input type="checkbox"/> Other |
| | | | | (specify below) |
| THE NETHERLANDSÂ | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common stock, par value \$0.001 per share | 4,186,603 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NXP B.V. HIGH TECH CAMPUS 60 5656 AG EINDHOVEN THE NETHERLANDS | Â | Â X | Â | Â |
| KASLION Acquisition B.V. HIGH TECH CAMPUS 60 5656 AG EINDHOVEN THE NETHERLANDS | Â | Â X | Â | Â |
| KASLION Holding B.V. HIGH TECH CAMPUS 60 5656 AG EINDHOVEN THE NETHERLANDS | Â | Â X | Â | Â |
| KASLION S.a r.l. HIGH TECH CAMPUS 60 5656 AG EINDHOVEN THE NETHERLANDS | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Theodoor Antonius Carel Maria Claasen, Name: Theodoor Antonius Carel Maria Claasen, Title: Executive Vice President NXP B.V. | 09/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Petrus Antonius Maria van Bommel, Name: Petrus Antonius Maria van Bommel, Title: Director KASLION Acquisition B.V. | 09/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Francois Adrianus van Houten, Name: Francois Adrianus van Houten, Title: Director KASLION Acquisition B.V. | 09/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Erik Maria Jozef Thyssen, Name: Erik Maria Jozef Thyssen, Title: Director KASLION Holding B.V. | 09/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Robertus Nicolaas de Jong, Name: Robertus Nicolaas de Jong, Title: Director KASLION Holding B.V. | 09/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Johannes Peter Huth, Name: Johannes Peter Huth, Title: Director KASLION S.a r.l. | 09/25/2007 |
| __Signature of Reporting Person | Date |
| /s/ Nicolas Cattelain, Name: Nicolas Cattelain, Title: Director KASLION S.a r.l. | 09/25/2007 |

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These shares are held directly by NXP B.V. KASLION Acquisition B.V. is the sole member of NXP B.V. and may be deemed to be the beneficial owner of shares owned by NXP B.V. KASLION Acquisition B.V. disclaims beneficial ownership of these shares, except to the extent of its pecuniary interest in such shares. KASLION Holding B.V. is the majority shareholder of KASLION Acquisition B.V.

(1) and may be deemed to be the beneficial owner of shares owned by NXP B.V. KASLION Holding B.V. disclaims beneficial ownership of these shares, except to the extent of its pecuniary interest in such shares. KASLION S.a r.l. is the sole shareholder of KASLION Holding B.V. and may be deemed to be the beneficial owner of shares owned by NXP B.V. KASLION S.a r.l. disclaims beneficial ownership of these shares, except to the extent of its pecuniary interest in such shares.

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Remarks:

ThisÂ amendmentÂ toÂ theÂ originalÂ FormÂ 3Â filedÂ onÂ 9/14/07Â isÂ solelyÂ toÂ addÂ theÂ electronicÂ filingÂ cod

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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