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TERAYON Form 4 February 17	V COMMUNICAT	FION SYS	TEMS									
									OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check t if no los subject Section Form 4 Form 5	nger to STATE 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									Expires: January 31 2005 Estimated average burden hours per response 0.5	
obligati may co <i>See</i> Inst 1(b).	ntinue. Section 17	(a) of the F	Public U	Utility H	Iold		npany	y Act of	1935 or Section	n		
(Print or Type	e Responses)											
1. Name and RAKIB SH		8					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 4988 GRE PARKWA	3. Date of Earliest Transaction					XDirector10% Owner Officer (give titleOther (specify below)below)						
	Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
SANTA C	LARA, CA 95054	4							Person		ceporting	
(City)	(State)	(Zip)	Ta	ble I - No	on-D	erivative	Secur	ities Acqu	iired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if	3. Transact Code (Instr. 8) Code	tiono (1)	. Securitie r Disposec Instr. 3, 4 a Amount	l of (È))	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)	
Common Stock	02/16/2005			S	1	50,000	D	\$ 3.5343	2,762,040	D		
Common Stock									240,000	Ι	Co-Trustee of the Shlomo Rakib Children's Trust. (1)	

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 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 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. 5. 6. Date Exercisable and TransactionNumber Expiration Date Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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
Non-Qualified Stock Option (right to buy)	\$ 2.45					(2)	05/28/2013	Common Stock	500,000
Non-Qualified Stock Option(right to buy)	\$ 6.8125					(3)	02/14/2011	Common Stock	800,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RAKIB SHLOMO 4988 GREAT AMERICA PARKWAY SANTA CLARA, CA 95054	Х						
Signatures							
Rachel Halpren for ShlomoRakib0	2/17/2005						
**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) Co-Trustee of the Shlomo Rakib Children's Trust.

(2) Option granted under the 1997 Option Plan on 05/28/2003, with 50% vesting on 05/28/2004 and 50% vesting on 05/28/2005

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(3) Option granted pursuant to issuer's 1997 Equity Incentive Plan. This option vests monthly from 4/11/2000 over a four year period.

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.