

MAIMAN YOSEF A

Form 4

July 30, 2008

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Merhav (m.n.f.) LTD

2. Issuer Name **and** Ticker or Trading  
Symbol  
AMPAL-AMERICAN ISRAEL  
CORP [AMPL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

33 HAVAZELET HASHARON  
STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/28/2008

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

HERZLIYA, ISRAEL, L3 46105

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                      | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |
| Class A<br>Stock                      | 07/28/2008                              |                                                             | P <sup>(1)</sup>                        | 50                                                                     | A \$<br>5.49                                                                                                       | 4,943,086 <sup>(2)</sup>                                             | D                                                                 |
| Class A<br>Stock                      | 07/28/2008                              |                                                             | P <sup>(1)</sup>                        | 750                                                                    | A \$ 5.5                                                                                                           | 4,943,836 <sup>(2)</sup>                                             | D                                                                 |
| Class A<br>Stock                      | 07/28/2008                              |                                                             | P <sup>(1)</sup>                        | 2,397                                                                  | A \$<br>5.51                                                                                                       | 4,946,233 <sup>(2)</sup>                                             | D                                                                 |
| Class A<br>Stock                      | 07/28/2008                              |                                                             | P <sup>(1)</sup>                        | 400                                                                    | A \$<br>5.52                                                                                                       | 4,946,633 <sup>(2)</sup>                                             | D                                                                 |
| Class A<br>Stock                      | 07/28/2008                              |                                                             | P <sup>(1)</sup>                        | 296                                                                    | A \$<br>5.53                                                                                                       | 4,946,929 <sup>(2)</sup>                                             | D                                                                 |

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|                  |            |                  |       |   |            |                          |   |
|------------------|------------|------------------|-------|---|------------|--------------------------|---|
| Class A<br>Stock | 07/28/2008 | P <sup>(1)</sup> | 503   | A | \$<br>5.54 | 4,947,432 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/28/2008 | P <sup>(1)</sup> | 1,900 | A | \$<br>5.55 | 4,949,332 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/28/2008 | P <sup>(1)</sup> | 1,100 | A | \$<br>5.56 | 4,950,432 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/28/2008 | P <sup>(1)</sup> | 1,500 | A | \$<br>5.57 | 4,951,932 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/28/2008 | P <sup>(1)</sup> | 900   | A | \$<br>5.58 | 4,952,832 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/28/2008 | P <sup>(1)</sup> | 1,167 | A | \$<br>5.59 | 4,953,999 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/28/2008 | P <sup>(1)</sup> | 5,437 | A | \$ 5.6     | 4,959,436 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 70    | A | \$<br>5.53 | 4,959,506 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 600   | A | \$<br>5.54 | 4,960,106 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 530   | A | \$<br>5.55 | 4,960,636 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 100   | A | \$<br>5.56 | 4,960,736 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 500   | A | \$<br>5.57 | 4,961,236 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 500   | A | \$<br>5.58 | 4,961,736 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 2,198 | A | \$<br>5.59 | 4,963,934 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 3,780 | A | \$ 5.6     | 4,967,714 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 500   | A | \$<br>5.61 | 4,968,214 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 4,732 | A | \$<br>5.62 | 4,972,946 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 1,600 | A | \$<br>5.63 | 4,974,546 <sup>(2)</sup> | D |
| Class A<br>Stock | 07/29/2008 | P <sup>(1)</sup> | 1,290 | A | \$<br>5.64 | 4,975,836 <sup>(2)</sup> | D |

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 number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                 |       |
|-----------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                   | Director      | 10% Owner | Officer         | Other |
| Merhav (m.n.f.) LTD<br>33 HAVAZELET HASHARON STREET<br>HERZLIYA, ISRAEL, L3 46105 |               |           | X               |       |
| MAIMAN YOSEF A<br>33 HAVAZELET HASHARON STREET<br>HERZLIYA, ISRAEL, L3 46105      | X             | X         | President & CEO |       |

## Signatures

|                                                                  |            |
|------------------------------------------------------------------|------------|
| /s/ Merhav (M.N.F.) Limited By: Yosef A. Maiman, President & CEO | 07/30/2008 |
| __Signature of Reporting Person                                  | Date       |
| /s/ Yosef A. Maiman                                              | 07/30/2008 |
| __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) These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2008.
- (2) The reporting person, an Israeli corporation, is 100% owned by Yosef A. Maiman. Mr. Maiman is a director, the Chairman of the Board, President and Chief Executive Officer of the Issuer. In addition to the shares reported herein, Mr. Maiman indirectly owns (i) 18,850,153 shares through De Majorca Holdings Ltd. ("De Majorca"), an Israeli corporation of which 100% of the economic shares and one-fourth of the voting shares are owned by Mr. Maiman, and (ii) 9,650,132 shares through Di-Rapallo Holdings Ltd. ("Di-Rapallo"), an Israeli

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corporation of which 100% of the economic shares and one-fourth of the voting shares are owned by Mr. Maiman. In addition, Mr. Maiman holds an option to acquire the remaining three-fourths of the voting shares of both Di-Rapallo and De Majorca (which are currently owned by Ohad Maiman, Yoav Maiman and Noa Maiman, the son, son and daughter, respectively, of Mr. Maiman).

### Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information.

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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