

AMPAL-AMERICAN ISRAEL CORP

Form 4

June 17, 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)
06/13/2008

____ 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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Stock	06/13/2008		P ⁽¹⁾		300	A \$ 4.36	4,476,689	D	
Class A Stock	06/13/2008		P ⁽¹⁾		107	A \$ 4.39	4,476,796	D	
Class A Stock	06/13/2008		P ⁽¹⁾		200	A \$ 4.4	4,476,996	D	
Class A Stock	06/13/2008		P ⁽¹⁾		659	A \$ 4.41	4,477,655	D	
Class A Stock	06/13/2008		P ⁽¹⁾		910	A \$ 4.42	4,478,565	D	

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Class A Stock	06/13/2008	P ⁽¹⁾	1,764	A	\$ 4.43	4,480,329	D
Class A Stock	06/13/2008	P ⁽¹⁾	2,361	A	\$ 4.44	4,482,690	D
Class A Stock	06/13/2008	P ⁽¹⁾	1,269	A	\$ 4.45	4,483,959	D
Class A Stock	06/13/2008	P ⁽¹⁾	83	A	\$ 4.47	4,484,042	D
Class A Stock	06/16/2008	P ⁽¹⁾	400	A	\$ 4.69	4,484,442	D
Class A Stock	06/16/2008	P ⁽¹⁾	900	A	\$ 4.71	4,485,342	D
Class A Stock	06/16/2008	P ⁽¹⁾	1,800	A	\$ 4.72	4,487,142	D
Class A Stock	06/16/2008	P ⁽¹⁾	1,800	A	\$ 4.73	4,488,942	D
Class A Stock	06/16/2008	P ⁽¹⁾	1,728	A	\$ 4.74	4,490,670	D
Class A Stock	06/16/2008	P ⁽¹⁾	100	A	\$ 4.75	4,490,770	D
Class A Stock	06/16/2008	P ⁽¹⁾	1,674	A	\$ 4.76	4,492,444	D
Class A Stock	06/16/2008	P ⁽¹⁾	1,098	A	\$ 4.77	4,493,542	D
Class A Stock	06/16/2008	P ⁽¹⁾	700	A	\$ 4.78	4,494,242	D
Class A Stock	06/16/2008	P ⁽¹⁾	1,120	A	\$ 4.79	4,495,362	D

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

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(9-02)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Notional Derivative Security Bene- Own- Follo- Repo-
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Merhav (m.n.f.) LTD
33 HAVAZELET HASHARON STREET
HERZLIYA, ISRAEL, L3 46105

X

Signatures

/s/ Merhav (m.n.f.) Limited By: Yosef A. Maiman, President &
CEO

06/17/2008

__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) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2008.

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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