MAIMAN YOSEF A
Form 4
July 24, 2008

FORM 4

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

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
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

(Last) (First) (Middle)

33 HAVAZELET HASHARON STREET

(Street)

HERZLIYA, ISRAEL, L3 46105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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 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	07/22/2008		P(1)		800	A	$ 5.29	4,866,051 (2)	D	
Class A Stock	07/22/2008		P(1)		200	A	$ 5.3	4,866,251 (2)	D	
Class A Stock	07/22/2008		P(1)		800	A	$ 5.31	4,867,051 (2)	D	
Class A Stock	07/22/2008		P(1)		700	A	$ 5.33	4,867,751 (2)	D	
Class A Stock	07/22/2008		P(1)		235	A	$ 5.34	4,867,986 (2)	D	

Class A Stock	07/22/2008	P[1]	34	A	$ 5.39	4,868,020 [2]	D
Class A Stock	07/22/2008	P[1]	366	A	$ 5.4	4,868,386 [2]	D
Class A Stock	07/22/2008	P[1]	700	A	$ 5.42	4,869,086 [2]	D
Class A Stock	07/22/2008	P[1]	100	A	$ 5.43	4,869,186 [2]	D
Class A Stock	07/22/2008	P[1]	900	A	$ 5.47	4,870,086 [2]	D
Class A Stock	07/22/2008	P[1]	1,012	A	$ 5.48	4,871,098 [2]	D
Class A Stock	07/22/2008	P[1]	300	A	$ 5.49	4,871,398 [2]	D
Class A Stock	07/22/2008	P[1]	400	A	$ 5.5	4,871,798 [2]	D
Class A Stock	07/22/2008	P[1]	400	A	$ 5.62	4,872,198 [2]	D
Class A Stock	07/22/2008	P[1]	1,300	A	$ 5.65	4,873,498 [2]	D
Class A Stock	07/22/2008	P[1]	300	A	$ 5.68	4,873,798 [2]	D
Class A Stock	07/22/2008	P[1]	200	A	$ 5.72	4,873,998 [2]	D
Class A Stock	07/22/2008	P[1]	700	A	$ 5.74	4,874,698 [2]	D
Class A Stock	07/22/2008	P[1]	593	A	$ 5.76	4,875,291 [2]	D
Class A Stock	07/22/2008	P[1]	1,900	A	$ 5.77	4,877,191 [2]	D
Class A Stock	07/22/2008	P[1]	2,160	A	$ 5.78	4,879,351 [2]	D
Class A Stock	07/22/2008	P[1]	400	A	$ 5.79	4,879,751 [2]	D
Class A Stock	07/22/2008	P[1]	900	A	$ 5.8	4,880,651 [2]	D
Class A Stock	07/22/2008	P[1]	300	A	$ 5.84	4,880,951 [2]	D
Class A Stock	07/22/2008	P[1]	200	A	$ 5.85	4,881,151 [2]	D
	07/22/2008	P[1]	300	A		4,881,451 [2]	D

Class A Stock					$ 5.87		
Class A Stock	07/22/2008	P[(1)]	1,000	A	$ 5.88	4,882,451 [(2)]	D
Class A Stock	07/22/2008	P[(1)]	2,300	A	$ 5.89	4,884,751 [(2)]	D

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

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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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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		
MAIMAN YOSEF A 33 HAVAZELET HASHARON STREET HERZLIYA, ISRAEL, L3 46105	X	X	President & CEO	

Signatures

/s/ Merhav (M.N.F.) Limited By: Yosef A. Maiman, President & CEO	07/24/2008
[**]Signature of Reporting Person	Date

/s/ Yosef A. Maiman 07/24/2008

**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 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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