

AMPAL-AMERICAN ISRAEL CORP

Form 4

July 16, 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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response... 0.5

(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)  
07/14/2008

\_\_\_\_ 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 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	07/14/2008		P <sup>(1)</sup>		200	A	\$ 4.47	4,751,751 <sup>(2)</sup>	D
Class A Stock	07/14/2008		P <sup>(1)</sup>		603	A	\$ 4.49	4,752,354 <sup>(2)</sup>	D
Class A Stock	07/14/2008		P <sup>(1)</sup>		1,840	A	\$ 4.5	4,754,194 <sup>(2)</sup>	D
Class A Stock	07/14/2008		P <sup>(1)</sup>		6,297	A	\$ 4.51	4,760,491 <sup>(2)</sup>	D
Class A Stock	07/14/2008		P <sup>(1)</sup>		600	A	\$ 4.52	4,761,091 <sup>(2)</sup>	D

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Class A Stock	07/14/2008	P <sup>(1)</sup>	3,600	A	\$ 4.53	4,764,691 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	1,400	A	\$ 4.55	4,766,091 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	201	A	\$ 4.56	4,766,292 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	2,299	A	\$ 4.57	4,768,591 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	400	A	\$ 4.58	4,768,991 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	400	A	\$ 4.6	4,769,391 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	300	A	\$ 4.66	4,769,691 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	89	A	\$ 4.69	4,769,780 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	511	A	\$ 4.7	4,770,291 <sup>(2)</sup>	D
Class A Stock	07/14/2008	P <sup>(1)</sup>	100	A	\$ 4.72	4,770,391 <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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 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 Own Follo Repor 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 ST HERZLIYA ISRAEL, L3 46105	X	X	President & CEO	

## Signatures

/s/ Merhav (M.N.F.) Limited By: Yosef A. Maiman, President & CEO

07/16/2008

\_\_Signature of Reporting Person

Date

/s/ Yosef A. Maiman

07/16/2008

\_\_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.  
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. 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.