

AMPAL-AMERICAN ISRAEL CORP
 Form 4
 October 02, 2008

FORM 4

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

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).

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

(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)
 10/01/2008

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

HERZLIYA, ISRAEL, L3 46105

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Stock | 10/01/2008 | | P ⁽¹⁾ | 605 A | \$ 2.91 6,014,346 ⁽²⁾ | D | |
| Class A Stock | 10/01/2008 | | P ⁽¹⁾ | 998 A | \$ 2.95 6,015,344 ⁽²⁾ | D | |
| Class A Stock | 10/01/2008 | | P ⁽¹⁾ | 1,501 A | \$ 2.97 6,016,845 ⁽²⁾ | D | |
| Class A Stock | 10/01/2008 | | P ⁽¹⁾ | 1,163 A | \$ 2.98 6,018,008 ⁽²⁾ | D | |
| Class A Stock | 10/01/2008 | | P ⁽¹⁾ | 995 A | \$ 2.99 6,019,003 ⁽²⁾ | D | |

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| | | | | | | | |
|---------------|------------|------------------|-------|---|----------|--------------------------|---|
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 1,100 | A | \$ 3 | 6,020,103 ⁽²⁾ | D |
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 900 | A | \$ 3.01 | 6,021,003 ⁽²⁾ | D |
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 1,800 | A | \$ 3.02 | 6,022,803 ⁽²⁾ | D |
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 300 | A | \$ 3.025 | 6,023,103 ⁽²⁾ | D |
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 300 | A | \$ 3.03 | 6,023,403 ⁽²⁾ | D |
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 2,529 | A | \$ 3.04 | 6,025,932 ⁽²⁾ | D |
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 1,900 | A | \$ 3.06 | 6,027,832 ⁽²⁾ | D |
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 500 | A | \$ 3.08 | 6,028,332 ⁽²⁾ | D |
| Class A Stock | 10/01/2008 | P ⁽¹⁾ | 100 | A | \$ 3.2 | 6,028,432 ⁽²⁾ | 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.

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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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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 10/02/2008

__Signature of Reporting Person Date

/s/ Yosef A. Maiman 10/02/2008

__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.