

AMPAL-AMERICAN ISRAEL CORP

Form 4

June 17, 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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2008

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

33 HAVAZELET HASHARON  
STREET

(Street)

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

HERZLIYA, ISRAEL, L3 46105

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

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