SILICOM LTD Form 4/A November 01, 2006

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SUSSMAN ROBERT MARK | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|----------|----------|--|--|-----------------------|--|
| | | 05111 | SILICOM LTD [N/A] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | Director | X 10% Owner | |
| 5800 EAST STARLIGHT WAY | | | 09/11/2006 | Officer (give title below) | Other (specify below) | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/ | Group Filing(Check | |
| | | | Filed(Month/Day/Year) 09/15/2006 | Applicable Line) _X_ Form filed by One l | 1 0 | |
| PARADISE VALLEY, AZ 85253 | | | | Form filed by More Person | than One Reporting | |

| (City) | (State) | (Zip) Table | e I - Non-D | erivative Securi | ties Aco | quired, Disposed o | of, or Beneficial | lly Owned |
|--------------------------------------|---|--|-------------|--|------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 4. Securities Acon(A) or Disposed (D) (Instr. 3, 4 and | d of | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | (A) or Amount (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Ordinary Shares | 09/11/2006 | | P | 4,000 A | \$ 5.72 | 361,500 | D | |
| Ordinary Shares | 09/11/2006 | | S | 4,000 D | \$ 5.72 | 157,700 | I | Footnote (1) |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: SILICOM LTD - Form 4/A

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|---------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | 11110 | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| Reporting Owner Frame, Frances | Director | 10% Owner | Officer | Other | | |
| SUSSMAN ROBERT MARK 5800 EAST STARLIGHT WAY PARADISE VALLEY, AZ 85253 | | X | | | | |

Signatures

/s/ Robert Sussman(+) 11/01/2006 **Signature of Date Reporting Person

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).

The securities reported on this filing are held in (a) the accounts of unregistered investment companies over which the Reporting Person has investment discretion by virtue of the Reporting Person's positions in the investment manager of said entities and (b) other separate accounts over which the Reporting Person has investment discretion.

Remarks:

- (+) THIS FORM 4 AMENDS AND RESTATES THE FORM 4 FILED BY THE REPORTING PERSON WITH RESPECT LTD. ON 9/15/2006 IN ITS ENTIRETY. THIS AMENDMENT IS BEING FILED TO INCLUDE OWNERSHIP OF SECU PREVIOUSLY FILED.
- (++) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary

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.

Reporting Owners 2