

# AMPAL-AMERICAN ISRAEL CORP

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 6/12/2007 For Period Ending 6/10/2007

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Industry	Misc. Financial Services
Sector	Financial
Fiscal Year	12/31

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# FORM 4

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

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

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**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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>DI-RAPALLO HOLDINGS LTD.</b>  (Last) (First) (Middle)  <b>33 HAVAZELET HASHARON STREET</b>  (Street)  <b>HERZLIYA, ISRAEL, L3 46105</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>AMPAL-AMERICAN ISRAEL CORP [ AMPL ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/10/2007</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/10/2007		S		2100000	D	\$5.599 (1)	9650132 (2)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- (1) The reporting person sold 2,100,000 shares of Class A Stock of the Issuer on the Tel Aviv Stock Exchange for total consideration of \$11,758,388.
- (2) Mr. Yosef Maiman owns 100% of the economic shares and one-fourth of the voting shares of Di-Rapallo Holdings Ltd. In addition, Mr. Maiman holds an option to acquire the remaining three-fourths of the voting shares of the Di-Rapallo Holdings Ltd. (which are owned by Ohad Maiman, son of Mr. Maiman, Noa Maiman, daughter of Mr. Maiman and Yoav Maiman, son of Mr. Maiman). Mr. Maiman is also a director, the Chairman of the Board, President and Chief Executive Officer of the Issuer. In addition to the shares reported herein, Mr. Yosef Maiman indirectly owns 18,850,153 shares of Class A Stock of the Issuer held of record by De Majorca Holdings Ltd., an Israeli corporation of which Mr. Yosef Maiman owns 100% of the economic shares and one-fourth of the voting shares. Mr. Yosef Maiman has an option to acquire the remaining three-fourths of the voting shares of De Majorca Ltd. (which are currently owned by Ohad Maiman, Noa Maiman and Yoav Maiman).

**Remarks:**

Exhibit List:

Exhibit 99 - Joint Filer Information

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DI-RAPALLO HOLDINGS LTD. 33 HAVAZELET HASHARON STREET HERZLIYA, ISRAEL, L3 46105		X		
MAIMAN OHAD 33 HAVAZELET HASHARON STREET HERZLIYA, ISRAEL, L3 46105		X		
MAIMAN NOA 33 HAVAZELET HASHARON STREET HERZLIYA, ISRAEL, L3 46105		X		
MAIMAN YOAV 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/ Yosef A. Maiman, Chairman of the Board of Directors (on behalf of Di-Rapallo Holdings Ltd.)

6/12/2007

\*\* Signature of Reporting Person

Date

/s/ Yosef A. Maiman

6/12/2007

\*\* Signature of Reporting Person

Date

/s/ Ohad Maiman

6/12/2007

\*\* Signature of Reporting Person

Date

/s/ Noa Maiman

6/12/2007

\*\* Signature of Reporting Person

Date

/s/ Yoav Maiman

6/12/2007

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

Joint Filer Information

1. Name: Yosef A. Maiman
2. Address: 33 Havazelet Hasharon Street  
Herzliya, Israel 46105
3. Designated Filer: Di-Rapallo Holdings Ltd.
4. Issuer & Ticker Symbol: Ampal-American Israel Corporation  
(AMPL)
5. Date of Event Requiring  
Statement: June 10, 2007

/s/ Yosef A. Maiman  
Yosef A. Maiman

6/12/07  
Date

Joint Filer Information

1. Name: Ohad Maiman
2. Address: 33 Havazelet Hasharon Street  
Herzliya, Israel 46105
3. Designated Filer: Di-Rapallo Holdings Ltd.
4. Issuer & Ticker Symbol: Ampal-American Israel Corporation  
(AMPL)
5. Date of Event Requiring  
Statement: June 10, 2007

/s/ Ohad Maiman  
Ohad Maiman

6/12/07  
Date

Joint Filer Information

1. Name: Noa Maiman
2. Address: 33 Havazelet Hasharon Street  
Herzliya, Israel 46105
3. Designated Filer: Di-Rapallo Holdings Ltd.
4. Issuer & Ticker Symbol: Ampal-American Israel Corporation  
(AMPL)
5. Date of Event Requiring Statement: June 10, 2007

/s/ Noa Maiman  
Noa Maiman

6/12/07  
Date

Joint Filer Information

1. Name: Yoav Maiman
2. Address: 33 Havazelet Hasharon Street  
Herzliya, Israel 46105
3. Designated Filer: Di-Rapallo Holdings Ltd.
4. Issuer & Ticker Symbol: Ampal-American Israel Corporation  
(AMPL)
5. Date of Event Requiring Statement: June 10, 2007

/s/ Yoav Maiman  
Yoav Maiman

6/12/07  
Date