

AMPAL-AMERICAN ISRAEL CORP

FORM
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 13, 2007 (July 10, 2007)

AMPAL-AMERICAN ISRAEL CORPORATION

(Exact Name of Registrant as Specified in Charter)

New York
(State or Other Jurisdiction
of Incorporation)

0-538
(Commission
File Number)

13-0435685
(IRS Employer
Identification No.)

111 Arlozorov Street
Tel Aviv, Israel
(Address of Principal Executive Offices)

62098
(Zip Code)

(866) 447-8636
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On July 10, 2007, Ampal Industries Inc. (“Ampal Industries”), a subsidiary of Ampal-American Israel Corporation (the “Company”), entered into an agreement (the “Agreement”) to sell all of the Company’s interest in Am-Hal Ltd. (“Am-Hal”), an indirect wholly owned subsidiary of the Company, to Phoenix Holdings Ltd. (“Phoenix”) and Golden Meybar (2007) Ltd. for an aggregate consideration of \$29.3 million. On June 18, 2007, the Company had previously announced the execution of a Memorandum of Understanding to sell Am-Hal to Phoenix and Golden Meybar (2007) Ltd.

The Agreement provides for the sale by Ampal Industries of Ampal Protected Housings (1994) Ltd. and Ampal Protected Housings (1998) Ltd., which together through a subsidiary, directly and indirectly, own 100% of Am-Hal.

Since December 2005, Phoenix held an option to purchase 19.9% of Am-Hal's issued share capital. Phoenix has agreed not to exercise such option on or before the closing of the transaction. Such option will continue to be exercisable in accordance with its terms if the sale of Am-Hal contemplated by the Agreement does not occur.

As a result of the sale, the Company will record a gain of approximately \$29.7 million (approximately \$19.7 million, net of taxes). The closing of the sale is subject to customary closing conditions (including the obtaining of an approval from Israeli anti-trust authorities and the consent of Bank Hapoalim Ltd.), and the Company expects the sale to be completed in the third quarter of 2007.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement, which the Company intends to file as an exhibit to its next quarterly report.

A copy of the Company’s press release announcing the execution of the Agreement is attached hereto as Exhibit 99.1 and is incorporated in this report by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
99.1	Press release of Ampal-American Israel Corporation, dated July 11, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMPAL-AMERICAN ISRAEL CORPORATION

Date: July 13, 2007

By: /s/Yoram Firon

Name: Yoram Firon

Title: *Vice President – Investments and
Corporate Affairs*

EXHIBIT INDEX

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99.1	Press release of Ampal-American Israel Corporation, dated July 11, 2007.



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Ampal Signed an Agreement to Sell All of Its Holdings in Am-Hal Ltd.

TEL AVIV – July 11, 2007 - Ampal-American Israel Corporation (Nasdaq: AMPL) announced today that on July 10, 2007 its subsidiary Ampal Industries Inc. entered into an Agreement to sell all of Ampal's interest in Am-Hal Ltd. ("Am-Hal"), an indirect wholly owned subsidiary of Ampal, to Phoenix Holdings Ltd. and Golden Meybar (2007) Ltd. for an aggregate consideration of \$29.3 million. On June 18, 2007, Ampal had previously announced the execution of a Memorandum of Understanding to sell Am-Hal to Phoenix Holdings Ltd and Golden Meybar(2007) Ltd.

As a result of the sale, Ampal will record a gain of approximately \$29.7 million. The closing of the sale is subject to customary closing conditions, and Ampal expects the sale to be completed in the third quarter of 2007.

About Ampal

Ampal and its subsidiaries primarily acquire interests in businesses located in the State of Israel or that are Israel-related. Ampal has diversified interests in the following sectors: Energy, Real Estate and others. For more information about Ampal please visit our web site at www.ampal.com.

Certain information in this press release includes forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934) and information relating to Ampal that are based on the beliefs of management of Ampal as well as assumptions made by and information currently available to the management of Ampal. When used in this press release, the words "anticipate," "believe," "estimate," "expect," "intend," "plan," and similar expressions as they relate to Ampal or Ampal's management, identify forward-looking statements. Such statements reflect the current views of Ampal with respect to future events or future financial performance of Ampal, the outcome of which is subject to certain risks and other factors which could cause actual results to differ materially from those anticipated by the forward-looking statements, including among others, the economic and political conditions in Israel, the Middle East, including the situation in Iraq, and the global business and economic conditions in the different sectors and markets where Ampal's portfolio companies operate. Should any of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcome may vary from those described herein as anticipated, believed, estimated, expected, intended or planned. Subsequent written and oral forward-looking statements attributable to Ampal or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements in this paragraph. Please refer to the Ampal's annual, quarterly and periodic reports on file with the SEC for a more detailed discussion of these and other risks that could cause results to differ materially. Ampal assumes no obligation to update or revise any forward-looking statements