

SHWED GIL
Form SC 13G
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Act of 1934

CHECK POINT SOFTWARE TECHNOLOGIES LTD.

(Name of Issuer)

Ordinary Shares, NIS .01 nominal value

(Title of Class of Securities)

M22465 10 4

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. M22465 10 4

1 NAME OF REPORTING PERSON

Gil Shwed

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Israel

| | |
|--------------|----------------------------|
| 5 | SOLE VOTING POWER |
| NUMBER OF | 32,110,792 ordinary shares |
| SHARES | |
| BENEFICIALLY | 6 SHARED VOTING POWER |
| OWNED BY | 0 |
| EACH | |
| REPORTING | 7 SOLE DISPOSITIVE POWER |
| PERSON | 32,110,792 ordinary shares |
| WITH | |
| | 8 SHARED DISPOSITIVE POWER |
| | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,110,792 ordinary shares

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.1%

12 TYPE OF REPORTING PERSON

IN

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Item 1(a). Name of Issuer:

Check Point Software Technologies Ltd. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

5 Ha'solelim Street
Tel Aviv, Israel

Item 2(a). Name of Person Filing:

Gil Shwed (the "Reporting Person")

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Check Point Software Technologies Ltd.
5 Ha'solelim Street
Tel Aviv, Israel

Item 2(c). Citizenship:

Israel

Item 2(d). Title of Class of Securities:

Ordinary shares, NIS .01 nominal value

Item 2(e). CUSIP Number:

M22465 10 4

Item 3. Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

(a) Amount Beneficially Owned:

32,110,792 ordinary shares

The number of ordinary shares set forth above includes 7,147,100 ordinary shares that the Reporting Person has the right to acquire pursuant to stock options that are exercisable within 60 days after December 31, 2011.

(b) Percent of Class:

15.1%*

- (c) Number of shares as to which the Reporting Person has:
- (i) Sole power to vote or to direct the vote:
32,110,792 ordinary shares
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of
32,110,792 ordinary shares
 - (iv) Shared power to dispose or to direct the disposition of
0

*The Reporting Person has been advised by the Issuer that, as of December 31, 2011, the Issuer had 205,892,869 ordinary shares outstanding.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2012

/s/ Gil Shwed

Gil Shwed, Founder

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