

AMPAL-AMERICAN ISRAEL CORP
 Form 4
 September 11, 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)
 09/09/2008

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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)

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Stock | 09/09/2008 | | P ⁽¹⁾ | | 363 | A | \$ 4.94 |
| Class A Stock | 09/09/2008 | | P ⁽¹⁾ | | 900 | A | \$ 4.96 |
| Class A Stock | 09/09/2008 | | P ⁽¹⁾ | | 981 | A | \$ 4.98 |
| Class A Stock | 09/09/2008 | | P ⁽¹⁾ | | 500 | A | \$ 4.99 |
| Class A Stock | 09/09/2008 | | P ⁽¹⁾ | | 1,300 | A | \$ 5 |

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| | | | | | | | |
|---------------|------------|------------------|-------|---|---------|--------------------------|---|
| Class A Stock | 09/09/2008 | P ⁽¹⁾ | 649 | A | \$ 5.01 | 5,293,522 ⁽²⁾ | D |
| Class A Stock | 09/09/2008 | P ⁽¹⁾ | 800 | A | \$ 5.02 | 5,294,322 ⁽²⁾ | D |
| Class A Stock | 09/09/2008 | P ⁽¹⁾ | 700 | A | \$ 5.03 | 5,295,022 ⁽²⁾ | D |
| Class A Stock | 09/09/2008 | P ⁽¹⁾ | 500 | A | \$ 5.04 | 5,295,522 ⁽²⁾ | D |
| Class A Stock | 09/09/2008 | P ⁽¹⁾ | 1,300 | A | \$ 5.08 | 5,296,822 ⁽²⁾ | D |
| Class A Stock | 09/09/2008 | P ⁽¹⁾ | 600 | A | \$ 5.09 | 5,297,422 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 219 | A | \$ 4.81 | 5,297,641 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 100 | A | \$ 4.83 | 5,297,741 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 300 | A | \$ 4.85 | 5,298,041 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 400 | A | \$ 4.87 | 5,298,441 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 662 | A | \$ 4.88 | 5,299,103 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 538 | A | \$ 4.91 | 5,299,641 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 200 | A | \$ 4.93 | 5,299,841 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 400 | A | \$ 4.95 | 5,300,241 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 600 | A | \$ 4.98 | 5,300,841 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 2,900 | A | \$ 4.99 | 5,303,741 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 2,081 | A | \$ 5 | 5,305,822 ⁽²⁾ | D |
| Class A Stock | 09/10/2008 | P ⁽¹⁾ | 193 | A | \$ 5.01 | 5,306,015 ⁽²⁾ | 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)

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information.

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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