SHWED GIL
Form SC 13G
February 11, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange 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, 2008
(Date of Event Which Requires Filing of this Statement)

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

o   Rule 13d-1(b)

o   Rule 13d-1(c)

x   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.

Page 1 of 5 pages

1	NAME OF REPORTING PERSON Gil Shwed I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) O (b) O		
3	SEC Use Only		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Israel		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 34,314,442 ordinary shares	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 34,314,442 ordinary shares	
	8	SHARED DISPOSITIVE POWER 0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34,314,442 ordinary shares		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES O		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 15.6%		
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:**

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**

Set forth below is information with respect to the Reporting Person s ownership of ordinary shares as of December 31, 2008:

(a) **Amount Beneficially Owned:**

34,314,442 ordinary shares

The number of ordinary shares set forth above includes 9,352,150 ordinary shares that the Reporting Person has the right to acquire pursuant to stock options that are exercisable within 60 days after December 31, 2008. [The exercise price of some of these options is greater than the current market price of the Issuer s ordinary shares on the NASDAQ Global Select Market. As of December 31, 2008, the Issuer had 210,042,282 ordinary shares outstanding.

(b) **Percent of Class:**

15.6%

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(c)   **Number of shares as to which the Reporting Person has:**

      (i)   <u>Sole power to vote or to direct the vote</u>:

      34,314,442 ordinary shares

      (ii)   <u>Shared power to vote or to direct the vote</u>:

      -0-

      (iii)   <u>Sole power to dispose or to direct the disposition of</u>

      34,314,442 ordinary shares

      (iv)   <u>Shared power to dispose or to direct the disposition of</u>

      -0-

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 Reportedon 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 10, 2009

/s/ Gil Shwed

Gil Shwed

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