

AMPAL-AMERICAN ISRAEL CORP  
 Form 3  
 January 12, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â DI-RAPALLO HOLDINGS LTD.			(Month/Day/Year)	AMPAL-AMERICAN ISRAEL CORP [AMPL]	
(Last)	(First)	(Middle)	01/10/2007		
33 HAVAZELET HASHARON ST			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
HERZLIYA, ISRAEL,Â L3Â 46106			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Stock	11,750,132 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DI-RAPALLO HOLDINGS LTD. 33 HAVAZELET HASHARON ST HERZLIYA, ISRAEL, L3 46106	^	^ X	^	^
MAIMAN OHAD 33 HAVAZELET HASHARON ST. HERZLIYA, ISRAEL, L3 46106	^	^ X	^	^
MAIMAN YOAV 33 HAVAZELET HASHARON ST HERZLIYA, ISRAEL, L3 46106	^	^ X	^	^
MAIMAN NOA 33 HAVAZELET HASHARON ST HERZLIYA, ISRAEL, L3 46106	^	^ X	^	^
MAIMAN YOSEF A 33 HAVAZELET HASHARON ST HERZLIYA, ISRAEL, L3 46106	^	^ X	^	^

## Signatures

/s/ Di-Rapallo Holdings Ltd. By: Yosef A. Maiman, Chairman of the Board	01/12/2007
__Signature of Reporting Person	Date
/s/ Yosef A. Maiman	01/12/2007
__Signature of Reporting Person	Date
/s/ Ohad Maiman	01/12/2007
__Signature of Reporting Person	Date
/s/ Noa Maiman	01/12/2007
__Signature of Reporting Person	Date
/s/ Yoav Maiman	01/12/2007
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) In connection with the liquidation of the assets of Y.M. Noy Investments Ltd. ("Noy"), Noy assigned on January 10, 2007 its 11,750,132 shares of Class A Stock of the Issuer to the reporting person. Mr. Maiman owns 100% of the economic shares and one-fourth of the voting shares of the reporting person. In addition, Mr. Maiman holds an option to acquire the remaining three-fourths of the voting shares

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of the reporting person (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.