

NACHT MARIUS
Form SC 13G
February 18, 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:

- 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.

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| | | |
|--|--|---|
| 1 | NAME OF REPORTING PERSON Marius Nacht I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="radio"/> | |
| 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 20,253,945* ordinary shares |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 20,253,945* ordinary shares |
| | 8 | SHARED DISPOSITIVE POWER 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,253,945* ordinary shares | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES x | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.6% | |
| 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:

Marius Nacht (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:

20,253,945* ordinary shares

The number of ordinary shares set forth above includes (1) 1,752,149 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, of which options to acquire 552,149 ordinary shares are the subject of a trading program that the Reporting Person has established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934 in order to exercise and sell options, primarily options that are nearing their expiration dates, and (2) 2,019,700 ordinary shares which are the subject of a trading program that the Reporting Person has established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934 in order to authorize the broker managing the program to write covered call options on behalf of the Reporting Person.

As of December 31, 2008, the Issuer had 210,042,282 ordinary shares outstanding.

(b) Percent of Class:

9.6%

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

(i) Sole power to vote or to direct the vote:

20,253,945* ordinary shares

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of

20,253,945* ordinary shares

(iv) Shared power to dispose or to direct the disposition of

-0-

*In addition to the 20,253,945 ordinary shares for which the Reporting Person claims beneficial ownership, the Reporting Person is also the beneficiary of a trust that was established by the Reporting Person and holds 2,000,000 ordinary shares. The Reporting Person does not control the trust and has limited access to information concerning activities and holdings of the trust. The Reporting Person disclaims beneficial ownership of the ordinary shares held in the trust.

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.

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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 18, 2009

/s/ Marius Nacht

Marius Nacht

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