

CEVA INC
Form 4
November 21, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
WERTHEIZER GIDEON

(Last) (First) (Middle)

CEVA, INC., 2033 GATEWAY PLACE, #150

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CEVA INC [CEVA]

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 11/20/2007 | | S | 500 | D \$ 10.61 | 3,425 | D |
| Common Stock | 11/20/2007 | | S | 300 | D \$ 10.6 | 3,125 | D |
| Common Stock | 11/20/2007 | | S | 400 | D \$ 10.59 | 2,725 | D |
| Common Stock | 11/20/2007 | | S | 100 | D \$ 10.67 | 2,625 | D |
| Common Stock | 11/20/2007 | | S | 100 | D \$ 10.58 | 2,525 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 11/20/2007 | S | 48 | D | \$ 10.5 | 2,477 | D |
| Common Stock | 11/20/2007 | S | 300 | D | \$ 10.46 | 2,177 | D |
| Common Stock | 11/20/2007 | S | 252 | D | \$ 10.48 | 1,925 | D |
| Common Stock | 11/20/2007 | S | 1,925 | D | \$ 10.45 | 0 | D |
| Common Stock | 11/21/2007 | M | 10,000 | A | \$ 9.82 | 10,000 | D |
| Common Stock | 11/21/2007 | S | 200 | D | \$ 10.58 | 9,800 | D |
| Common Stock | 11/21/2007 | S | 500 | D | \$ 10.59 | 9,300 | D |
| Common Stock | 11/21/2007 | S | 100 | D | \$ 10.6 | 9,200 | D |
| Common Stock | 11/21/2007 | S | 1,700 | D | \$ 10.48 | 7,500 | D |
| Common Stock | 11/21/2007 | S | 100 | D | \$ 10.56 | 7,400 | D |
| Common Stock | 11/21/2007 | S | 200 | D | \$ 10.55 | 7,200 | D |
| Common Stock | 11/21/2007 | S | 200 | D | \$ 10.54 | 7,000 | D |
| Common Stock | 11/21/2007 | S | 2,700 | D | \$ 10.45 | 4,300 | D |
| Common Stock | 11/21/2007 | S | 600 | D | \$ 10.46 | 3,700 | D |
| Common Stock | 11/21/2007 | S | 983 | D | \$ 10.52 | 2,717 | D |
| Common Stock | 11/21/2007 | S | 800 | D | \$ 10.49 | 1,917 | D |
| Common Stock | 11/21/2007 | S | 1,017 | D | \$ 10.47 | 900 | D |
| Common Stock | 11/21/2007 | S | 900 | D | \$ 10.5 | 0 | D |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 9.82 | 11/21/2007 | | M | 10,000 | 12/19/2003 ⁽²⁾ 01/22/2008 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| WERTHEIZER GIDEON CEVA, INC. 2033 GATEWAY PLACE, #150 SAN JOSE, CA 95110 | Director 10% Owner Officer Chief Executive Officer |

Signatures

/s/ Gideon Wertheizer
Date: 11/21/2007
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Continued from previous Form 4 filing.
- (2) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 6.25% each quarter thereafter.

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