

CEVA INC

Form 4

February 11, 2011

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NILSSON SVEN CHRISTER

(Last) (First) (Middle)

CEVA, INC., 1943 LANDINGS
DRIVE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CEVA INC [CEVA]

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

02/09/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2011		M		38,000	A	\$ 7.45	38,000	D	
Common Stock	02/09/2011		S		38,000	D	\$ 25.11	0	D	
Common Stock	02/09/2011		M		13,000	A	\$ 7.45	13,000	D	
Common Stock	02/09/2011		S		13,000	D	\$ 25.1	0	D	
Common Stock	02/09/2011		M		13,000	A	\$ 7.91	13,000	D	

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Common Stock	02/09/2011	S	13,000	D	\$ 25.1	0	D
Common Stock	02/09/2011	M	3,250	A	\$ 5.76	3,250	D
Common Stock	02/09/2011	S	3,250	D	\$ 25.1	0	D
Common Stock	02/09/2011	M	9,750	A	\$ 8.5	9,750	D
Common Stock	02/09/2011	S	9,750	D	\$ 25.1	0	D
Common Stock	02/09/2011	M	6,500	A	\$ 7.97	6,500	D
Common Stock	02/09/2011	S	6,500	D	\$ 25.1	0	D
Common Stock	02/09/2011	M	3,250	A	\$ 8.68	3,250	D
Common Stock	02/09/2011	S	3,250	D	\$ 25.1	0	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)

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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.45	02/09/2011		M	38,000	<u>(1)</u>	06/18/2013	Common Stock		38,000
Stock Option (Right to	\$ 7.45	02/09/2011		M	13,000	<u>(2)</u>	06/18/2013	Common Stock		13,000

Buy)

Stock Option (Right to Buy)	\$ 7.91	02/09/2011	M	13,000	<u>(3)</u>	07/01/2011	Common Stock	13,000
Stock Option (Right to Buy)	\$ 5.76	02/09/2011	M	3,250	<u>(4)</u>	06/30/2013	Common Stock	3,250
Stock Option (Right to Buy)	\$ 8.5	02/09/2011	M	9,750	<u>(5)</u>	06/30/2014	Common Stock	9,750
Stock Option (Right to Buy)	\$ 7.97	02/09/2011	M	6,500	<u>(6)</u>	06/30/2015	Common Stock	6,500
Stock Option (Right to Buy)	\$ 8.68	02/09/2011	M	3,250	<u>(7)</u>	06/30/2016	Common Stock	3,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NILSSON SVEN CHRISTER CEVA, INC. 1943 LANDINGS DRIVE MOUNTAIN VIEW, CA 94043			X	

Signatures

/s/ Sven Christer
Nilsson 02/11/2011

 **Signature of Reporting Person Date

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) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
- (2) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
- (3) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.

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- (4) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
- (5) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
- (6) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
- (7) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.

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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