

CEVA INC

Form 4

November 02, 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 *
AYALON ELIYAHU

(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)
10/31/2011

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/31/2011		M		550 A \$ 8.5	550	D
Common Stock	10/31/2011		S		550 D \$ 31.58	0	D
Common Stock	10/31/2011		M		3,250 A \$ 7.97	3,250	D
Common Stock	10/31/2011		S		3,250 D \$ 31.58	0	D
Common Stock	10/31/2011		M		3,250 D \$ 8.68	3,250	D

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Common Stock	10/31/2011	S	3,250	D	\$ 31.58	0	D
Common Stock	10/31/2011	M	3,250	D	\$ 12.6	3,250	D
Common Stock	10/31/2011	S	3,250	D	\$ 31.58	0	D

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

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(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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.5	10/31/2011		M	3,250	06/30/2008 ⁽¹⁾ 06/30/2014	Common Stock 550
Stock Option (Right to Buy)	\$ 7.97	10/31/2011		M	3,250	06/30/2009 ⁽¹⁾ 06/30/2015	Common Stock 3,250
Stock Option (Right to Buy)	\$ 8.68	10/31/2011		M	3,250	06/30/2010 ⁽¹⁾ 06/30/2016	Common Stock 3,250
Stock Option (Right to Buy)	\$ 12.6	10/31/2011		M	3,250	06/30/2011 ⁽¹⁾ 06/30/2017	Common Stock 3,250

Reporting Owners

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

Signatures

/s/ Eliyahu Ayalon	11/02/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 1/48th each month 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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