

CEVA INC  
Form 4  
November 02, 2011

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WERTHEIZER GIDEON

(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)

Chief Executive Officer

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 <sup>(1)</sup>	10/31/2011		S		806	D	\$ 32 0
Common Stock	10/31/2011		M		1,400	A	\$ 8.03 1,400
Common Stock	10/31/2011		S		1,400	D	\$ 32.5 0
Common Stock	11/01/2011		M		2,500	A	\$ 9.1 2,500
Common Stock	11/01/2011		M		32,500	A	\$ 9.8 35,000

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Common Stock	11/01/2011		M	21,933	A	\$ 8.03	56,993	D
Common Stock	11/01/2011		S	56,993	D	\$ 29.03 <u>(3)</u>	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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.03	10/31/2011		M	1,400	06/01/2010 <sup>(2)</sup> 06/01/2016	Common Stock 1,400
Stock Option (Right to Buy)	\$ 9.1	11/01/2011		M	2,500	07/24/2008 <sup>(2)</sup> 07/24/2014	Common Stock 2,500
Stock Option (Right to Buy)	\$ 9.8	11/01/2011		M	32,500	05/20/2009 <sup>(2)</sup> 05/20/2015	Common Stock 32,500
Stock Option (Right to Buy)	\$ 8.03	11/01/2011		M	21,993	06/01/2010 <sup>(2)</sup> 06/01/2016	Common Stock 21,993

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WERTHEIZER GIDEON  
CEVA, INC.  
1943 LANDINGS DRIVE  
MOUNTAIN VIEW, CA 94043

X

Chief Executive Officer

## Signatures

/s/ Gideon

Wertheizer

11/02/2011

\*\*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 shares sold were acquired on July 31, 2011 under the CEVA, Inc. 2002 Employee Stock Purchase Plan.

(2) 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.36, inclusive. The reporting person undertakes to provide to Ceva Inc, any security holder of Ceva Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes to this Form 4.

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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