

CEVA INC

Form 4/A

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)
11/02/2011

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 | 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 A \$ 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 | A | \$ 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 |
|--|---------------|
| | |
| AYALON ELIYAHU CEVA, INC. 1943 LANDINGS DRIVE MOUNTAIN VIEW, CA 94043 | X |

Signatures

| | |
|------------------------------------|------------|
| /s/ Eliyahu | 11/02/2011 |
| Ayalon | |
| **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 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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