

WERTHEIZER GIDEON  
Form 4  
November 09, 2009

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
CEVA, INC., 2033 GATEWAY PLACE, #150

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2009

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Chief Executive Officer

(Street)  
SAN JOSE, CA 95110

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

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

(City) (State) (Zip)

**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	(D)	Price
Common Stock <sup>(1)</sup>	11/05/2009		S		2,379	D	\$ 11.8292
Common Stock	11/05/2009		M		7,621	A	\$ 5.55
Common Stock	11/05/2009		S		7,621	D	\$ 11.8292
Common Stock	11/06/2009		M		53,989	A	\$ 5.55
Common Stock	11/06/2009		S		53,989	D	\$ 11.7108

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Common Stock	11/09/2009	M	8,390	A	\$ 5.55	8,390	D
Common Stock	11/09/2009	S	8,390	D	\$ 11.66	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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.55	11/05/2009		M	7,621	07/19/2006 <sup>(2)</sup> 07/19/2012	Common Stock	7,621
Stock Option (Right to Buy)	\$ 5.55	11/06/2009		M	53,989	03/19/2007 <sup>(3)</sup> 07/19/2012	Common Stock	53,989
Stock Option (Right to Buy)	\$ 5.55	11/09/2009		M	8,390	06/19/2007 <sup>(4)</sup> 07/19/2012	Common Stock	8,390

## Reporting Owners

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

## Signatures

/s/ Gideon  
Wertheizer

11/09/2009

\_\_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) These shares were acquired under CEVA, Inc. 2002 Employee Stock Purchase Plan on July 31, 2009
  - (2) The stock option becomes exercisable as to 25% of the underlying shares on the first anniversary of the grant date and 1/48th each month thereafter.
  - (3) The stock option becomes exercisable as to 25% of the underlying shares on the first anniversary of the grant date and 1/48th each month thereafter.
  - (4) The stock option becomes exercisable as to 25% of the underlying shares on the first 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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