

Arieli Yaniv
Form 4
May 12, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arieli Yaniv

(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)

05/10/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	05/10/2011		M	2,500 A \$ 9.1	2,500	D	
Common Stock	05/10/2011		S	2,500 D \$ 31.05	0	D	
Common Stock	05/10/2011		M	11,747 A \$ 9.8	11,747	D	
Common Stock	05/10/2011		S	11,747 D \$ 31	0	D	
Common Stock	05/11/2011		M	1,003 A \$ 9.8	1,003	D	

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Common Stock	05/11/2011	S	1,003	D	\$ 30.81	0	D
Common Stock	05/11/2011	M	39,000	A	\$ 5.55	39,000	D
Common Stock	05/11/2011	S	39,000	D	\$ 31.03	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)	\$ 9.1	05/10/2011		M	2,500	07/24/2008 ⁽¹⁾ 07/24/2014	Common Stock 2,500
Stock Option (Right to Buy)	\$ 9.8	05/10/2011		M	11,747	05/20/2009 ⁽¹⁾ 05/20/2015	Common Stock 11,747
Stock Option (Right to Buy)	\$ 9.8	05/11/2011		M	1,003	05/20/2009 ⁽¹⁾ 05/20/2015	Common Stock 1,003
Stock Option (Right to Buy)	\$ 5.55	05/11/2011		M	39,000	07/19/2006 ⁽¹⁾ 07/19/2012	Common Stock 39,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Arieli Yaniv
CEVA, INC.
1943 LANDINGS DRIVE
MOUNTAIN VIEW, CA 94043

Chief Financial Officer

Signatures

/s/ Yaniv Arieli

05/12/2011

__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 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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