

CEVA INC

Form 4

November 29, 2010

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 *
MCMANAMON PETER

(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)
11/24/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/24/2010		M		13,000	A	\$ 5.85	587,614	D	
Common Stock	11/24/2010		S		13,000	D	\$ 22.28	574,614	D	
Common Stock	11/24/2010		M		15,000	A	\$ 6.88	589,614	D	
Common Stock	11/24/2010		S		15,000	D	\$ 22.42	574,614	D	
Common Stock	11/24/2010		M		13,000	A	\$ 7.91	587,614	D	

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Common Stock	11/24/2010	S	13,000	D	\$ 22.43	574,614	D
Common Stock	11/24/2010	M	38,000	A	\$ 7.45	612,614	D
Common Stock	11/24/2010	S	38,000	D	\$ 22.17	574,614	D
Common Stock	11/24/2010	M	28,000	A	\$ 5.76	602,614	D
Common Stock	11/24/2010	S	28,000	D	\$ 22.37	574,614	D

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

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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 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.85	11/24/2010		M	13,000	<u>(1)</u> 06/30/2015	Common Stock	13,000
Stock Option (Right to Buy)	\$ 6.88	11/24/2010		M	15,000	<u>(2)</u> 05/09/2015	Common Stock	15,000
Stock Option (Right to Buy)	\$ 7.91	11/24/2010		M	13,000	<u>(3)</u> 06/30/2014	Common Stock	13,000
Stock Option (Right to Buy)	\$ 7.45	11/24/2010		M	38,000	<u>(4)</u> 06/18/2013	Common Stock	38,000

Stock Option (Right to Buy)	\$ 5.76	11/24/2010	M	28,000	(5)	06/30/2016	Common Stock	28,000
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Reporting Owners

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

Signatures

/s/ Peter McManamon	11/29/2010
**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 06/30/06, the first anniversary of the grant date, and 25% each year thereafter.
 - (2) The stock option becomes exercisable as to 25% of the underlying shares on 05/09/06, the first anniversary of the grant date, and 25% each year thereafter.
 - (3) The stock option becomes exercisable as to 25% of the underlying shares on 07/01/05, the first anniversary of the grant date, and 25% each year thereafter.
 - (4) The stock option becomes exercisable as to 25% of the underlying shares on 06/18/04, the first anniversary of the grant date, and 25% each year thereafter.
 - (5) The stock option becomes exercisable as to 25% of the underlying shares on 06/30/07, the first anniversary of the grant date, and 25% each year thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.