

CEVA INC  
Form 4  
February 11, 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 \*  
NILSSON SVEN CHRISTER

(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)  
02/09/2011

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/09/2011		M	38,000	A \$ 7.45	38,000	D
Common Stock	02/09/2011		S	38,000	D \$ 25.11	0	D
Common Stock	02/09/2011		M	13,000	A \$ 7.45	13,000	D
Common Stock	02/09/2011		S	13,000	D \$ 25.1	0	D
Common Stock	02/09/2011		M	13,000	A \$ 7.91	13,000	D

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Common Stock	02/09/2011	S	13,000	D	\$ 25.10		D
Common Stock	02/09/2011	M	3,250	A	\$ 5.76	3,250	D
Common Stock	02/09/2011	S	3,250	D	\$ 25.10		D
Common Stock	02/09/2011	M	9,750	A	\$ 8.50	9,750	D
Common Stock	02/09/2011	S	9,750	D	\$ 25.10		D
Common Stock	02/09/2011	M	6,500	A	\$ 7.97	6,500	D
Common Stock	02/09/2011	S	6,500	D	\$ 25.10		D
Common Stock	02/09/2011	M	3,250	A	\$ 8.68	3,250	D
Common Stock	02/09/2011	S	3,250	D	\$ 25.10		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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.45	02/09/2011		M	38,000	<u>(1)</u> 06/18/2013	Common Stock	38,000
Stock Option (Right to Buy)	\$ 7.45	02/09/2011		M	13,000	<u>(2)</u> 06/18/2013	Common Stock	13,000

Buy)									
Stock Option (Right to Buy)	\$ 7.91	02/09/2011	M	13,000	(3)	07/01/2011	Common Stock	13,000	
Stock Option (Right to Buy)	\$ 5.76	02/09/2011	M	3,250	(4)	06/30/2013	Common Stock	3,250	
Stock Option (Right to Buy)	\$ 8.5	02/09/2011	M	9,750	(5)	06/30/2014	Common Stock	9,750	
Stock Option (Right to Buy)	\$ 7.97	02/09/2011	M	6,500	(6)	06/30/2015	Common Stock	6,500	
Stock Option (Right to Buy)	\$ 8.68	02/09/2011	M	3,250	(7)	06/30/2016	Common Stock	3,250	

## Reporting Owners

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

## Signatures

/s/ Sven Christer  
Nilsson 02/11/2011

\*\*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 25% each year thereafter.
  - (2) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
  - (3) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.

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- (4) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
- (5) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
- (6) The stock option becomes exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.
- (7) The stock option becomes exercisable as to 25% of the underlying shares on the first year 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.