

Carlson Robert W Jr.
Form 4
July 11, 2012

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 *
Carlson Robert W Jr.

(Last) (First) (Middle)

C/O CERES, INC., 1535 RANCHO
CONEJO BOULEVARD

(Street)

THOUSAND OAKS, CA 91320

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ceres, Inc. [CERE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2012

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)

See Remarks

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/24/2012		P		5,000	A	\$ 10.12 <u>(1)</u>
Common Stock	05/31/2012		P		3,000	A	\$ 9.62 <u>(1) (2)</u>
Common Stock	06/01/2012		P		1,500	A	\$ 9.95 <u>(1) (3)</u>
Common Stock							
					2,152,366	I	See Footnote <u>(4)</u>
					359,000	I	

Common
Stock

See
Footnote
(5)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carlson Robert W Jr.
C/O CERES, INC.
1535 RANCHO CONEJO BOULEVARD
THOUSAND OAKS, CA 91320

See Remarks

Signatures

/s/Robert W.
Carlson, Jr. 07/10/2012

__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) Reflects the weighted average purchase price paid by Robert W. Carlson, Jr. These shares were purchased in multiple transactions ranging from \$10.05 to \$10.21, inclusive. The reporting person undertakes to provide Ceres, Inc., any shareholder of Ceres, Inc., or the

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staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in the footnotes (2), (3) and (4) to this Form 4.

(2) Reflects the weighted average purchase price paid by Robert W. Carlson, Jr. These shares were purchased in multiple transactions ranging from \$9.57 to \$9.68, inclusive.

(3) Reflects the weighted average purchase price paid by Robert W. Carlson, Jr. These shares were purchased in multiple transactions ranging from \$9.94 to \$9.96, inclusive.

(4) The Ambergate Trust directly holds these securities. Rothschild Trust Guernsey Limited ("Rothschild") is the trustee for the Ambergate Trust and has full investment and voting authority over the shares held in the Ambergate Trust. The reporting person disclaims beneficial ownership of the securities held by the Ambergate Trust.

(5) The Lynda De Logi Trust directly holds these securities. Pursuant to a voting agreement, Rothschild also has the authority to vote the shares held in the Lynda De Logi Trust. Robert W. Carlson, Jr. is one of three trustees for the Lynda De Logi Trust. The reporting person disclaims beneficial ownership of the securities held by the Lynda De Logi Trust.

Remarks:

Robert W. Carlson, Jr. is currently one of three trustees for the Lynda De Logi Trust. Formerly, the reporting person was one of three trustees for the Lynda De Logi Trust.

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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