

CEVA INC
Form 4
November 30, 2007

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

(Last) (First) (Middle)

CEVA, INC., 2033 GATEWAY PLACE, #150

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2007

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 Executive 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/28/2007		M		8,120	D	
Common Stock	11/28/2007		S		\$ 10.42	D	
Common Stock	11/28/2007		S		\$ 10.36	D	
Common Stock	11/28/2007		S		\$ 10.38	D	
Common Stock	11/28/2007		S		\$ 10.41	D	

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Common Stock	11/28/2007	S	300	D	\$ 10.39	4,620	D
Common Stock	11/28/2007	S	900	D	\$ 10.37	3,720	D
Common Stock	11/28/2007	S	3,720	D	\$ 10.35	0	D
Common Stock	11/29/2007	M	600	A	\$ 9.82	600	D
Common Stock	11/29/2007	S	400	D	\$ 10.35	200	D
Common Stock	11/29/2007	S	200	D	\$ 10.36	0	D
Common Stock	11/30/2007	M	2,180	A	\$ 9.82	2,180	D
Common Stock	11/30/2007	S	2,180	D	\$ 10.35	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	\$ 9.82	11/28/2007		M	8,120	12/19/2003 ⁽¹⁾ 01/22/2008	Common Stock	8,120
Stock Option (Right to Buy)	\$ 9.82	11/29/2007		M	600	12/19/2003 ⁽¹⁾ 01/22/2008	Common Stock	600

Stock Option (Right to Buy)	\$ 9.82	11/30/2007	M	2,180	12/19/2003 ⁽¹⁾	01/22/2008	Common Stock	2,180
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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	11/30/2007
**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 6.25% each quarter 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.