

OHANA ISSACHAR
Form 4
November 09, 2009

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 *
OHANA ISSACHAR

(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)

11/05/2009

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)

EVP Worldwide Sales

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)
Common Stock	11/05/2009		M	8,959	A \$ 7.42	8,959	D
Common Stock	11/05/2009		S	8,959	D \$ 11 0		D
Common Stock	11/05/2009		M	1,563	A \$ 6.56	1,563	D
Common Stock	11/05/2009		S	1,563	D \$ 11 0		D
Common Stock	11/05/2009		M	18,562	A \$ 7.22	18,562	D

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Common Stock 11/05/2009 S 18,562 D \$ 11 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)	\$ 7.42	11/05/2009		M	8,959	07/20/2008 ⁽¹⁾ 07/20/2011	Common Stock 8,959
Stock Option (Right to Buy)	\$ 6.56	11/05/2009		M	1,563	10/26/2009 ⁽²⁾ 01/26/2013	Common Stock 1,563
Stock Option (Right to Buy)	\$ 7.22	11/05/2009		M	18,562	10/25/2009 ⁽³⁾ 01/25/2014	Common Stock 18,562

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OHANA ISSACHAR
CEVA, INC.
2033 GATEWAY PLACE, #150
SAN JOSE, CA 95110

EVP Worldwide Sales

Signatures

/s/ Issachar
Ohana

11/09/2009

 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 anniversary of the grant date and 1/48th each month thereafter.
- (2) The stock option becomes exercisable as to 25% of the underlying shares on the first anniversary of the grant date and 1/48th each month thereafter.
- (3) The stock option becomes exercisable as to 25% of the underlying shares on the first 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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