

CEVA INC

Form 4

November 21, 2007

**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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2005  
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(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)

**11/19/2007**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/19/2007		M		28,800	A	\$ 9.82	28,800	D
Common Stock	11/19/2007		S		1,600	D	\$ 10.65	27,200	D
Common Stock	11/19/2007		S		1,400	D	\$ 10.74	25,800	D
Common Stock	11/19/2007		S		100	D	\$ 10.59	25,700	D
Common Stock	11/19/2007		S		200	D	\$ 10.54	25,500	D

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Common Stock	11/19/2007	S	900	D	\$ 10.53	24,600	D
Common Stock	11/19/2007	S	1,459	D	\$ 10.57	23,141	D
Common Stock	11/19/2007	S	2,100	D	\$ 10.55	21,041	D
Common Stock	11/19/2007	S	213	D	\$ 10.47	20,828	D
Common Stock	11/19/2007	S	6,600	D	\$ 10.5	14,228	D
Common Stock	11/19/2007	S	1,900	D	\$ 10.49	12,328	D
Common Stock	11/19/2007	S	900	D	\$ 10.46	11,428	D
Common Stock	11/19/2007	S	6,728	D	\$ 10.45	4,700	D
Common Stock	11/19/2007	S	4,700	D	\$ 10.48	0	D
Common Stock	11/20/2007	M	11,700	A	\$ 9.82	11,700	D
Common Stock	11/20/2007	S	100	D	\$ 10.51	11,600	D
Common Stock	11/20/2007	S	519	D	\$ 10.68	11,081	D
Common Stock	11/20/2007	S	1,675	D	\$ 10.77	9,406	D
Common Stock	11/20/2007	S	200	D	\$ 10.76	9,206	D
Common Stock	11/20/2007	S	930	D	\$ 10.7	8,276	D
Common Stock	11/20/2007	S	200	D	\$ 10.75	8,076	D
Common Stock	11/20/2007	S	1,081	D	\$ 10.71	6,995	D
Common Stock	11/20/2007	S	300	D	\$ 10.72	6,695	D
Common Stock	11/20/2007	S	500	D	\$ 10.78	6,195	D
Common Stock	11/20/2007	S	470	D	\$ 10.73	5,725	D
	11/20/2007	S	400	D		5,325	D

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Common Stock					\$ 10.74		
Common Stock	11/20/2007	S	800	D	\$ 10.69	4,525	D
Common Stock	11/20/2007	S	200	D	\$ 10.66	4,325	D
Common Stock	11/20/2007	S	300	D	\$ 10.65	4,025	D
Common Stock	11/20/2007	S	100	D	\$ 10.64	3,925	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	11/19/2007		M	28,800	12/19/2003 <sup>(1)</sup> 01/22/2008	Common Stock 28,800
Stock Option (Right to Buy)	\$ 9.82	11/20/2007		M	11,700	12/19/2003 <sup>(1)</sup> 01/22/2008	Common Stock 11,700

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WERTHEIZER GIDEON CEVA, INC.	Chief Executive Officer

2033 GATEWAY PLACE, #150  
SAN JOSE, CA 95110

## Signatures

/s/ Gideon

Wertheizer

11/21/2007

\_\_\_\_\_  
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) This option becomes exercisable as to 25% of the underlying shares on the first anniversary of the grant date and as to 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.

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