

Benjamin Richard J
Form 4
March 13, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Benjamin Richard J

(Last) (First) (Middle)

C/O CERUS CORPORATION, 2550 STANWELL DRIVE

(Street)

CONCORD, CA 94505

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CERUS CORP [CERS]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2019

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)

Chief Medical Officer

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)	(A) or (D)	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	Price		
Common Stock	03/10/2019		M		3,000	A 11	3,000	D
Common Stock	03/12/2019		S		1,079 (2)	D \$ 6.48	1,921	D
Common Stock	03/12/2019		M		7,500	A 11	9,421	D
Common Stock	03/13/2019		S		2,832 (2)	D \$ 5.9008	6,589	D
Common Stock	03/12/2019		M		15,834	A 11	22,423	D

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Common Stock 03/13/2019 S 5,979₍₂₎ D \$ 5.8996 16,444 D

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

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SEC 1474
(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
						Date Exercisable	Expiration Date		
Restricted Stock Unit	(1)	03/10/2019		M	3,000	(3)	(3)	Common Stock	3,000
Restricted Stock Unit	(1)	03/12/2019		M	7,500	(5)	(5)	Common Stock	7,500
Restricted Stock Unit	(1)	03/12/2019		M	15,834	(6)	(6)	Common Stock	15,834

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benjamin Richard J C/O CERUS CORPORATION 2550 STANWELL DRIVE CONCORD, CA 94505			Chief Medical Officer	

Signatures

Richard J. Benjamin, by Chrystal Menard,
attorney-in-fact

03/13/2019

__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) Each restricted stock unit represents a contingent right to receive one (1) share of Cerus Common Stock.
- (2) Represents the number of shares required to be sold to cover the statutory tax withholding obligations and corresponding brokerage fee in connection with the vesting of the restricted stock units listed in Table II. This sale is mandated by the election to satisfy the minimum statutory tax withholding obligations through a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.
- (3) The restricted stock unit vests in three equal annual installments beginning on March 10, 2017.
- (4) Not applicable.
- (5) The restricted stock unit vests in three equal annual installments beginning on March 12, 2018.
- (6) The restricted stock unit vests in three equal annual installments beginning on March 12, 2019.

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.