

CEVA INC  
Form 4  
February 11, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
1943 LANDINGS DRIVE  
(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2015

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 Executive 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)	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	02/09/2015		M		37,917	A	\$ 9.8
Common Stock	02/09/2015		S		37,917	D	\$ 19.0018
Common Stock	02/09/2015		M		16,667	A	\$ 8.03
Common Stock	02/09/2015		S		16,667	D	\$ 19.0022
Common Stock	02/09/2015		S		1,147	D	\$ 19.07
					(1)		

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Common Stock      02/09/2015           S      481 <sup>(2)</sup>      D      \$ 19.07      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)
Stock Option (Right to Buy)	\$ 9.8	02/09/2015		M	37,917	05/20/2009 <sup>(3)</sup> 05/20/2015	Common Stock 37,917
Stock Option (Right to Buy)	\$ 8.03	02/09/2015		M	16,667	06/01/2010 <sup>(3)</sup> 06/01/2016	Common Stock 16,667

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERTHEIZER GIDEON 1943 LANDINGS DRIVE MOUNTAIN VIEW, CA 94043	X		Chief Executive Officer	

### Signatures

/s/ Gideon Wertheizer      02/11/2015

\*\*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 shares sold were acquired on July 31, 2012 under the CEVA, Inc. 2002 Employee Stock Purchase Plan.
- (2) The shares sold were acquired on January 31, 2013 under the CEVA, Inc. 2002 Employee Stock Purchase Plan.
- (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. 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.