CERUS CORP Form 4 October 04, 2006

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

Check this box subject to

if no longer 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 * DAWSON WILLIAM J

2. Issuer Name and Ticker or Trading Symbol

Issuer

CERUS CORP [CERS]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) 10/02/2006

C/O CERUS CORPORATION, 2411 STANWELL DRIVE

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

CONCORD, CA 94520

(City)

Execution Date, if (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Beneficially Owned Following Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

1

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per 0.5

response...

5. Relationship of Reporting Person(s) to

Director

Applicable Line)

below)

Person

5. Amount of

Securities

X_ Officer (give title

(Check all applicable)

Chief Financial Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 5.55	10/02/2006		A		30,000		(1)	10/01/2016	Common Sotck	30,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAWSON WILLIAM J C/O CERUS CORPORATION 2411 STANWELL DRIVE CONCORD, CA 94520

Chief Financial Officer

Signatures

William J. Dawson by by Howard G. Ervin, attorney-in-fact

10/04/2006

**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) One eighth (1/8th) of the shares subject to the Option shall vest six (6) months after the transaction date, and one forty-eighth (1/48th) of the shares subject to the Option shall vest on the first day of each month thereafter.
- (2) Not applicable.

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.

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