

CEVA INC  
Form 4  
August 25, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
AYALON ELIYAHU

(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)  
08/24/2009

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | Code                                                              | V Amount or Price |                                                                                               |                                                          |                                   |
| Common Stock                    | 08/21/2009                           |                                                    | M                              | 178                                                               | A \$ 5.85         | 178                                                                                           | D                                                        |                                   |
| Common Stock                    | 08/21/2009                           |                                                    | S                              | 178                                                               | D \$ 9            | 0                                                                                             | D                                                        |                                   |
| Common Stock                    | 08/24/2009                           |                                                    | M                              | 6,322                                                             | A \$ 5.85         | 6,322                                                                                         | D                                                        |                                   |
| Common Stock                    | 08/24/2009                           |                                                    | S                              | 6,322                                                             | D \$ 9            | 0                                                                                             | D                                                        |                                   |
| Common Stock                    | 08/24/2009                           |                                                    | M                              | 6,500                                                             | A \$ 5.76         | 6,500                                                                                         | D                                                        |                                   |



## Signatures

/s/ Eliyahu  
Ayalon

08/25/2009

\_\_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 year anniversary of the grant date and 25% each year 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.