

CEVA INC

Form 4

November 16, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)

11/16/2007

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	11/16/2007		M		27,738	A	\$ 9.82 27,738
Common Stock	11/16/2007		S		500	D	\$ 10.62 27,238
Common Stock	11/16/2007		S		400	D	\$ 10.65 26,838
Common Stock	11/16/2007		S		200	D	\$ 10.59 26,638
Common Stock	11/16/2007		S		300	D	\$ 10.57 26,338

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Common Stock	11/16/2007	S	200	D	\$ 10.68	26,138	D
Common Stock	11/16/2007	S	200	D	\$ 10.61	25,938	D
Common Stock	11/16/2007	S	100	D	\$ 10.63	25,838	D
Common Stock	11/16/2007	S	100	D	\$ 10.58	25,738	D
Common Stock	11/16/2007	S	1,300	D	\$ 10.54	24,438	D
Common Stock	11/16/2007	S	400	D	\$ 10.56	24,038	D
Common Stock	11/16/2007	S	1,100	D	\$ 10.53	22,938	D
Common Stock	11/16/2007	S	600	D	\$ 10.55	22,338	D
Common Stock	11/16/2007	S	800	D	\$ 10.5	21,538	D
Common Stock	11/16/2007	S	3,378	D	\$ 10.48	18,160	D
Common Stock	11/16/2007	S	300	D	\$ 10.51	17,860	D
Common Stock	11/16/2007	S	3,300	D	\$ 10.47	14,560	D
Common Stock	11/16/2007	S	5,436	D	\$ 10.45	9,124	D
Common Stock	11/16/2007	S	1,964	D	\$ 10.46	7,160	D
Common Stock	11/16/2007	S	6,800	D	\$ 10.49	360	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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	or Disposed of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Stock Option (Right to Buy)	\$ 9.82	11/16/2007	M	27,738	12/19/2003 ⁽¹⁾	01/22/2008	Common Stock	27,738

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WERTHEIZER GIDEON CEVA, INC. 2033 GATEWAY PLACE, #150 SAN JOSE, CA 95110	Chief Executive Officer

Signatures

/s/ Gideon Wertheizer	11/16/2007
**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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