

NILSSON SVEN CHRISTER

Form 4

May 19, 2010

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 *
NILSSON SVEN CHRISTER

(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)

05/17/2010

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 | 05/17/2010 | | M | | 180,000 | A | \$ 4.25 180,000 |
| Common Stock | 05/17/2010 | | S | | 180,000 | D | \$ 12.31 0 (1) |
| Common Stock | 05/17/2010 | | M | | 13,000 | A | \$ 5.85 13,000 |
| Common Stock | 05/17/2010 | | S | | 13,000 | D | \$ 12.31 0 (1) |
| | 05/17/2010 | | M | | 9,750 | A | \$ 5.76 9,750 |

Common
Stock

| | | | | | | | |
|-----------------|------------|---|-------|---|-------------|---|---|
| Common Stock | 05/17/2010 | S | 9,750 | D | \$ 12.31 | 0 | D |
| | | | | | <u>(1)</u> | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 4.25 | 05/17/2010 | | M | 180,000 | <u>(2)</u> 04/30/2010 | Common Stock 180,000 |
| Stock Option (Right to Buy) | \$ 5.85 | 05/17/2010 | | M | 13,000 | <u>(3)</u> 06/30/2012 | Common Stock 13,000 |
| Stock Option (Right to Buy) | \$ 5.76 | 05/17/2010 | | M | 9,750 | <u>(4)</u> 06/30/2013 | Common Stock 9,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NILSSON SVEN CHRISTER CEVA, INC. 2033 GATEWAY PLACE, # 150 SAN JOSE, CA 95110 | | X | | |

Signatures

/s/ Sven Christer
Nilsson

05/19/2010

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.22 to \$12.40, inclusive. The reporting person undertakes to provide to Ceva, Inc., any security holder of Ceva, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes to this Form 4.
- (1) The stock option becomes exercisable as to 25% of the underlying shares on 4/30/04, the first anniversary of the grant date, and 1/48th each month thereafter.
 - (2) The stock option becomes exercisable as to 25% of the underlying shares on 6/30/2006, the first year anniversary of the grant date, and 25% each year thereafter
 - (3) The stock option becomes exercisable as to 25% of the underlying shares on 6/30/2007, the first year anniversary of the grant date, and 25% each year thereafter
 - (4) The stock option becomes exercisable as to 25% of the underlying shares on 6/30/2007, 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.

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