#### TOCATLY DAN S

Form 4

October 29, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** TOCATLY DAN S			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
			CEVA INC [CEVA]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
CEVA, INC., 1943 LANDINGS DRIVE			10/28/2010	Officer (give title Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MOUNTAIN VIEW, CA 94043				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Toble I Non Derivative Securities Acc	quired Disposed of or Reposicially Owned		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed		4. Securities Acquired (A) ansactionor Disposed of (D) ode (Instr. 3, 4 and 5) astr. 8)  (A) or			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)
Common Stock	10/28/2010		Code V M	Amount 38,000	(D)	Price \$ 10.4	38,000	D	
Common Stock	10/28/2010		S	38,000	D	\$ 18.0924	0	D	
Common Stock	10/28/2010		M	13,000	A	\$ 7.42	13,000	D	
Common Stock	10/28/2010		S	13,000	D	\$ 18.0437	0	D	
Common Stock	10/28/2010		M	13,000	A	\$ 5.85	13,000	D	

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Common Stock	10/28/2010	S	13,000	D	\$ 18.1673	0	D
Common Stock	10/28/2010	M	13,000	A	\$ 5.76	13,000	D
Common Stock	10/28/2010	S	13,000	D	\$ 18.1672	0	D
Common Stock	10/28/2010	M	9,750	A	\$ 8.5	9,750	D
Common Stock	10/28/2010	S	9,750	D	\$ 18.0569	0	D
Common Stock	10/28/2010	M	6,500	A	\$ 7.97	6,500	D
Common Stock	10/28/2010	S	6,500	D	\$ 18	0	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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	Secu Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	Expiration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 10.4	10/28/2010		M		38,000	02/05/2005(1)	02/04/2014	Common Stock	38,000
Stock Option (right to buy)	\$ 7.42	10/28/2010		M		13,000	07/20/2005(1)	07/19/2014	Common Stock	13,000
Stock Option (right to	\$ 5.85	10/28/2010		M		13,000	06/30/2006(1)	06/30/2015	Common Stock	13,000

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buy)								
Stock Option (right to buy)	\$ 5.76	10/28/2010	M	13,000	06/30/2007(1)	06/30/2016	Common Stock	13,000
Stock Option (right to buy)	\$ 8.5	10/28/2010	M	9,750	06/30/2008(1)	06/30/2014	Common Stock	9,750
Stock Option (right to buy)	\$ 7.97	10/28/2010	M	6,500	06/30/2009(1)	06/30/2015	Common Stock	6,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
TOCATLY DAN S CEVA, INC. 1943 LANDINGS DRIVE MOUNTAIN VIEW, CA 94043	X						

## **Signatures**

/s/ Dan S.
Tocatly

\*\*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 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.

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