**CEVA INC** Form 5 February 14, 2005

### FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

(Last)

1. Name and Address of Reporting Person \* **AYALON ELIYAHU** 

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CEVA INC [CEVA]

3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)

(Month/Day/Year)

12/31/2004

\_X\_ Director 10% Owner Officer (give title Other (specify below) below)

C/O CEVA, INC., Â 2033 **GATEWAY PLACE, SUITE 150** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

SAN JOSE, CAÂ 95110-1005

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

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

(City)

1. Title of

Security

(Instr. 3)

(State)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Zip)

(Month/Day/Year) Execution Date, if

(Middle)

3. Transaction Code

(Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned at end of Issuer's

Fiscal Year

6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or

Amount (D) Price

(A)

(Instr. 3 and 4)

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.

**SEC 2270** (9-02)

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5. Number of    | 6. Date Exercisable and | 7. Title and Amount |
|-------------|-------------|---------------------|--------------------|-------------|-----------------|-------------------------|---------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | Derivative      | Expiration Date         | Underlying Securiti |
| Security    | or Exercise |                     | any                | Code        | Securities      | (Month/Day/Year)        | (Instr. 3 and 4)    |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Acquired (A) or |                         |                     |

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|                                      | Derivative<br>Security |            |   |    | Disposed of (D) (Instr. 3, 4, and 5) |     |                     |                    |                 |                       |  |
|--------------------------------------|------------------------|------------|---|----|--------------------------------------|-----|---------------------|--------------------|-----------------|-----------------------|--|
|                                      |                        |            |   |    | (A)                                  | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amou<br>Numb<br>Share |  |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 9.82                | 12/19/2003 | Â | A4 | 361,674<br>(1)                       | Â   | 12/19/2003          | 07/19/2007         | Common<br>Stock | 361,                  |  |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |
|--|---------------|-----------|---------|-------|--|
| r  | Director      | 10% Owner | Officer | Other |  |
| AYALON ELIYAHU<br>C/O CEVA, INC.<br>2033 GATEWAY PLACE, SUITE 150<br>SAN JOSE, CA 95110-1005 | ÂX            | Â         | Â       | Â     |  |

# **Signatures**

John Bourke, Attorney-in-fact for Eliyahu
Ayalon

\*\*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).
- Pursuant to the issuer's option exchange program, the reporting person received a replacement option on December 19, 2003. The cancellation of the original option on June 18, 2003 was reported on Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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