

Ceres, Inc.
Form 4
August 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
Olivier de Vezin Edmund Martin

(Last) (First) (Middle)

C/O CERES, INC., 1535 RANCHO CONEJO BLVD.

(Street)

THOUSAND OAKS, CA 91320

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ceres, Inc. [CERE]

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2013

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 (A) or Price (D) | | | | | |
| Common Stock | 08/21/2013 | | G | V | 6,666 | D | \$ 0 (1) | 0 | D | |
| Common Stock | 08/21/2013 | | G | V | 6,666 | A | \$ 0 (1) | 25,896 | I | See Footnote (2) |
| Common Stock | | | | | | | | 776,515 | I | See Footnote (3) |
| Common Stock | | | | | | | | 162,406 | I | See Footnote (4) |

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| | | | | |
|--------------|--|---------|---|------------------|
| Common Stock | | 581,930 | I | See Footnote (5) |
| Common Stock | | 103,229 | I | See Footnote (6) |
| Common Stock | | 221,110 | I | See Footnote (7) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Olivier de Vezin Edmund Martin C/O CERES, INC. 1535 RANCHO CONEJO BLVD. THOUSAND OAKS, CA 91320 | | X | | |

Signatures

/s/ Paul Kuc, Attorney-in-Fact for Edmund Martin Olivier de Vezin 08/22/2013

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) Transfer of 6,666 shares held directly by the reporting person to the Edmund and Ellen Olivier Revocable Family Trust. The transfer results in a change of ownership from direct to indirect. The transfer reported herein does not change the number of shares beneficially owned by the reporting person.

(2) By the Edmund and Ellen Olivier Revocable Family Trust.

(3) By Oxford Bioscience Partners II LP, who directly holds these securities. The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

(4) By Oxford Bioscience Partners (Adjunct) II LP, who directly holds these securities. The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners (Adjunct) II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

(5) By Oxford Bioscience Partners (Bermuda) II Limited Partnership, who directly holds these securities. The reporting person is one of the general partners of OBP Management (Bermuda) II Limited Partnership, which is the general partner of Oxford Bioscience Partners (Bermuda) II Limited Partnership. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

(6) By Oxford Bioscience Partners (GS-Adjunct) II LP, who directly holds these securities. The reporting person is one of the general partners of OBP Management II LP, which is the general partner of Oxford Bioscience Partners (GS-Adjunct) II LP. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

(7) By Oxford Bioscience Management Partners II, who directly holds these securities. The reporting person is one of the general partners of Oxford Bioscience Management Partners II. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

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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