

Brandys Pascal
 Form 3
 February 21, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Brandys Pascal (Last) (First) (Middle) C/O CERES, INC.,Â 1535 RANCHO CONEJO BOULEVARD (Street) THOUSAND OAKS,Â CAÂ 91320 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/21/2012 | 3. Issuer Name and Ticker or Trading Symbol Ceres, Inc. [CERE] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 58,566 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right To Buy) | Â <u>(1)</u> | 05/17/2016 | Common Stock | 5,000 | \$ 3.9 | D | Â |
| Stock Option (Right To Buy) | Â <u>(1)</u> | 01/11/2017 | Common Stock | 5,000 | \$ 4.05 | D | Â |
| Stock Option (Right To Buy) | Â <u>(2)</u> | 06/03/2018 | Common Stock | 5,000 | \$ 6.75 | D | Â |
| Stock Option (Right To Buy) | Â <u>(3)</u> | 03/25/2019 | Common Stock | 5,000 | \$ 6.75 | D | Â |
| Stock Option (Right To Buy) | Â <u>(4)</u> | 06/07/2020 | Common Stock | 5,000 | \$ 6.75 | D | Â |
| Stock Option (Right To Buy) | Â <u>(5)</u> | 06/22/2021 | Common Stock | 5,000 | \$ 16.77 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brandys Pascal C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | Â X | Â | Â | Â |

Signatures

/s/ Wilfriede van Assche, Attorney-in-Fact for Pascal
Brandys 02/08/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The option is fully vested and exercisable.
- (2) The option is subject to an early exercise provision and is immediately exercisable in full. One-fourth of the shares subject to the option vested on June 4, 2009, and one forty-eighth of the shares vest monthly thereafter.
- (3) The option is subject to an early exercise provision and is immediately exercisable in full. One-fourth of the shares subject to the option vested on January 1, 2010, and one forty-eighth of the shares vest monthly thereafter.
- (4) The option is subject to an early exercise provision and is immediately exercisable in full. One-fourth of the shares subject to the option vested on January 1, 2011, and one forty-eighth of the shares vest monthly thereafter.
- (5) The option is subject to an early exercise provision and is immediately exercisable in full. One-fourth of the shares subject to the option vested on January 1, 2012, and one forty-eighth of the shares vest monthly thereafter.

Â

Remarks:

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Exhibit List: Exhibit 24 - Power of Attorney

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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