van Assche Wilfriede Margareta Maria Form 4 February 28, 2012

February 28, 2012	2									
FORM 4			CECU	DIFIE					PPROVAL	
	UNITED	STATES					COMMISSIO	Nome Number:	3235-028	
Washington, D.C. 20549 Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES Form 4 or Form 4 or								Expires: Estimated burden hor	urs per	
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940		. 0.	
(Print or Type Respon	nses)									
1. Name and Address van Assche Wilf Maria			Symbol	er Name an Inc. [CEF		Trading	5. Relationship o Issuer			
(Last) ((I	Middle)	3. Date of Earliest Transaction					eck all applicabl	e)	
				Day/Year) 2012			Director 10% Owner Officer (give title Other (specify below) SVP & Gen. Counsel & Secretary			
(;	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
THOUSAND OA	AKS, CA 91	320					Person	wore than one R	epotting	
(City) (State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nnsaction Date th/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)	
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	ficially ow		or indirectly.			
					Perso inforn requir	ns who rest nation cont ed to respo sys a curren	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	2
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities]
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	,

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) ((Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 13	02/27/2012		А		30,000		<u>(1)</u>	02/26/2022	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
van Assche Wilfriede Margareta Maria C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320			SVP & Gen. Counsel & Secretary					
Signatures								
/s/ Wilfriede Margareta Maria van Assche	02/28/2012							
**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) Forty percent of the shares subject to the option vest and become exercisable on February 27, 2014, and one sixtieth of the shares vest and become exercisable monthly 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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