

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

**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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right To Buy)	Â (1)	06/03/2018	Common Stock	99,999	\$ 6.75	D	Â
Stock Option (Right To Buy)	Â (2)	06/07/2020	Common Stock	33,332	\$ 6.75	D	Â
Stock Option (Right To Buy)	Â (3)	06/22/2021	Common Stock	13,333	\$ 16.77	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stephenson Michael Francis C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	Â	Â	Â Vice President of Operations	Â

## Signatures

/s/ Wilfriede van Assche, Attorney-in-Fact for Michael Francis  
Stephenson

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 subject to an early exercise provision and is immediately exercisable in full. One-fourth of the shares subject to the option vested on June 1, 2009, and one forty-eighth of the shares vest monthly thereafter.
- (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 8, 2011, 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. Forty percent of the shares subject to the option vest on June 23, 2013, and one sixtieth of the shares vest monthly thereafter.

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### Remarks:

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.

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.