

Flavell Richard Bailey  
 Form 3  
 February 21, 2012

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 Flavell Richard Bailey (Last) (First) (Middle)  C/O CERES, INC., Â 1535 RANCHO CONEJO BOULEVARD (Street)  THOUSAND OAKS, Â CA Â 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 checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Scientific Officer	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
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**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	90,000	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 (1)	04/04/2012	Common Stock	50,000	\$ 1.8	D	Â
Stock Option (Right To Buy)	Â (1)	01/16/2016	Common Stock	68,333	\$ 3.9	D	Â
Stock Option (Right To Buy)	Â (2)	01/19/2021	Common Stock	33,333	\$ 7.32	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
Flavell Richard Bailey C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	Â X	Â	Â Chief Scientific Officer	Â

## Signatures

/s/ Wilfriede van Assche, Attorney-in-Fact for Richard Bailey  
Flavell

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 January 1, 2011, and one thirty-sixth 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.