

KILEY THOMAS
Form 4
February 28, 2012

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 *
KILEY THOMAS

(Last) (First) (Middle)

**C/O CERES, INC., 1535 RANCHO
CONEJO BOULEVARD**

(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)
02/27/2012

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/27/2012		C	5,128 A <u>(1)</u>	5,128	I	See footnote <u>(2)</u>
Common Stock	02/27/2012		C	9,615 A <u>(3)</u>	14,743	I	See footnote <u>(2)</u>

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series G Convertible Preferred Stock	(1)	02/27/2012		C	15,385	(1) (1)	Common Stock 5,128
Convertible Subordinated Promissory Note	\$ 10.4	02/27/2012		C	\$ 100,000	(3) (3)	Common Stock 9,615

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILEY THOMAS C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320	X			

Signatures

/s/ Paul Kuc, Attorney-in-Fact for Thomas Kiley 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).
- Each share of each series of preferred stock was convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's election, and each share of each series of preferred stock automatically converted upon the closing of the Issuer's initial public offering. The shares of each series of preferred stock have no expiration date.
- (1) By The Kiley Revocable Trust.
 - (2) By The Kiley Revocable Trust.
 - (3) The Convertible Subordinated Promissory Note (the "Convertible Note") was purchased by the reporting person in connection with an August 2011 financing. The Convertible Note automatically converted into shares of Common Stock upon the closing of the Issuer's initial public offering at a price per share equal to the public offering price with a 20% discount. Since the public offering price was \$13.00, the price per share is \$10.40.

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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