

KILEY THOMAS
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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
KILEY THOMAS		(Month/Day/Year)	Ceres, Inc. [CERE]	
(Last)	(First)	(Middle)	02/21/2012	
C/O CERES, INC., 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 checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input 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	
			<input type="checkbox"/> Form filed by More than One Reporting Person	
THOUSAND OAKS, CA 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)

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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 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)	05/21/2013	Common Stock	16,666	\$ 1.95	D	Â
Stock Option (Right To Buy)	Â (1)	05/17/2016	Common Stock	15,000	\$ 3.9	D	Â
Stock Option (Right To Buy)	Â (1)	01/11/2017	Common Stock	5,000	\$ 4.05	D	Â
Stock Option (Right To Buy)	Â (2)	06/03/2018	Common Stock	5,000	\$ 6.75	D	Â
Stock Option (Right To Buy)	Â (3)	03/25/2019	Common Stock	5,000	\$ 6.75	D	Â
Stock Option (Right To Buy)	Â (4)	06/07/2020	Common Stock	10,000	\$ 6.75	D	Â
Stock Option (Right To Buy)	Â (5)	06/22/2021	Common Stock	5,000	\$ 16.77	D	Â
Series G Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	5,128 (6)	\$ 0	I	By The Kiley Revocable Trust
Series G Common Stock Warrants	Â (7)	Â (7)	Common Stock	5,128	\$ 19.5	I	By The Kiley Revocable Trust

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	Â X	Â	Â	Â

Signatures

/s/ Wilfriede van Assche, Attorney-in-Fact for Thomas Kiley

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.

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- (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.
- (6) Each share of each series of preferred stock is convertible at any time on a 1-for-0.3333 basis into Common Stock, at the holder's election, and has no expiration date. Each share of each series of preferred stock will automatically convert upon the closing of the Issuer's initial public offering.
- (7) The Series G Common Stock Warrants are exercisable at any time, at the holder's election. The Series G Common Stock Warrants expire on the earlier of June 24, 2020 and the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

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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.