

van Assche Wilfriede Margareta Maria
 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 and Ticker or Trading Symbol | |
| Â van Assche Wilfriede Margareta Maria | | | 02/21/2012 | | Ceres, Inc. [CERE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O CERES, INC.,Â 1535 RANCHO CONEJO BOULEVARD | | | (Check all applicable) | | | |
| (Street) | | | ___ Director ___ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| THOUSAND OAKS,Â CAÂ 91320 | | | _X_ Officer ___ Other (specify below) | | _X_ Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | SVP & Gen. Counsel & Secretary | | ___ Form filed by More than One Reporting Person | |

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) |
|---------------------------------|---|--|---|

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 | 21,666 | \$ 1.8 | D | Â |
| Stock Option (Right To Buy) | Â (1) | 01/16/2016 | Common Stock | 34,166 | \$ 3.9 | D | Â |
| Stock Option (Right To Buy) | Â (2) | 06/07/2020 | Common Stock | 8,333 | \$ 6.75 | D | Â |
| Stock Option (Right To Buy) | Â (3) | 01/19/2021 | Common Stock | 16,666 | \$ 7.32 | D | Â |
| Stock Option (Right To Buy) | Â (4) | 06/22/2021 | Common Stock | 13,333 | \$ 16.77 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| van Assche Wilfriede Margareta Maria C/O CERES, INC. 1535 RANCHO CONEJO BOULEVARD THOUSAND OAKS, CA 91320 | Â | Â | Â SVP & Gen. Counsel & Secretary | Â |

Signatures

/s/ Wilfriede Margareta Maria van Assche 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 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. One-fourth of the shares subject to the option vested on January 1, 2012, and one forty-eighth of the shares vest monthly thereafter.
- (4) 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.

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