

Goldberg Robert Bruce  
 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Goldberg Robert Bruce</p> <p>(Last) (First) (Middle)</p> <p>C/O CERES, INC.,Â 1535              RANCHO CONEJO              BOULEVARD</p> <p>(Street)</p> <p>THOUSAND              OAKS,Â CAÂ 91320</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement              (Month/Day/Year)</p> <p>02/21/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ceres, Inc. [CERE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other              (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	184,444	I	By The Robert B. Goldberg Revocable Living Trust

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right To Buy)	Â (1)	01/01/2016	Common Stock	5,000	\$ 3.9	D	Â
Stock Option (Right To Buy)	Â (1)	06/13/2017	Common Stock	5,000	\$ 6.75	D	Â
Stock Option (Right To Buy)	Â (1)	06/03/2018	Common Stock	5,000	\$ 6.75	D	Â
Stock Option (Right To Buy)	Â (2)	03/25/2019	Common Stock	5,000	\$ 6.75	D	Â
Stock Option (Right To Buy)	Â (3)	07/19/2021	Common Stock	5,000	\$ 17.16	D	Â
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	3,333	\$ 0	I	By The Robert B. Goldberg Revocable Living Trust
Series C Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	249	\$ 0	I	By The Robert B. Goldberg Revocable Living Trust

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldberg Robert Bruce 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 Robert Bruce Goldberg 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, 2010, and one forty-eighth of the shares vest monthly thereafter.

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- (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.

- 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,  
(4) 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.

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**Remarks:**

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ 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.