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Form 4	er ivan											
October 12, 2	2012											
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
		DSIAIE			, D.C. 20		GE (20101101155101N	OMB Number:	3235-0287		
Check thi			• • u s		, D.C. 20				Expires:	January 31,		
if no long subject to		EMENT C	F CHAN	GES IN	BENEFI	CIAI	OW	NERSHIP OF		2005		
-	Section 16. SECU					URITIES				Estimated average burden hours per		
Form 4 or Form 5			a 1		a .				response (
obligation	Γ								n			
may conti	inue.) of the In	-	-				11			
<i>See</i> Instru 1(b).	iction	00(1) 01 010 11		compun	,	01 17					
(Print or Type R	Responses)											
Pennell Roger Ivan Symbol				uer Name and Ticker or Trading l				5. Relationship of Reporting Person(s) to Issuer				
				nc. [CER	E]			(Chec	k all applicable	e)		
(Last)	(First)	(Middle)	3. Date of	Earliest T	ransaction					·		
C/O CERES	, INC., 1535	PANCHO	(Month/D 10/10/20	-				Director X_ Officer (give		Owner er (specify		
CONEJO BI		KANCHO	10/10/20	512				below)	below) Frait Developm			
	(Street)		4. If Ame	ndment. Da	ate Original			6. Individual or Jo	•			
				th/Day/Yea				Applicable Line)				
THOUSAN	D OAKS, CA	91320						_X_ Form filed by 0 Form filed by N Person				
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Securit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of	2. Transaction	Date 2A. De	emed	3.				5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Y	ear) Executi any	ion Date, if	Transaction(A) or Disposed of Code (D)				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(IIIsu. 5)		-	/Day/Year)	(Instr. 8)				•	Indirect (I)	Ownership		
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	10/10/2012			А	27,400	A	\$0	53,233	D			

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

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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	;		Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address				Relationships			
		ector	10% Owner	Officer	Other		
Pennell Roger Ivan C/O CERES, INC. 1535 RANCHO CONEJO I THOUSAND OAKS, CA 9				VP of Trait Development			
Signatures							
/s/ Roger Ivan Pennell	10/12/2012						
<u>**</u> 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).
- (1) The restricted stock award vests in three equal annual installments beginning October 10, 2013.

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.