

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
SEC Accession No. [0001140361-13-003368](#)

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REPORTING OWNER

FLOM KERRY

CIK: **1479659**

Type: **4** | Act: **34** | File No.: **000-30755** | Film No.: **13551810**

Mailing Address

C/O CEPHEID

904 CARIBBEAN DRIVE

SUNNYVALE CA 94089

ISSUER

CEPHEID

CIK: **1037760** | IRS No.: **770441625** | State of Incorp.: **CA** | Fiscal Year End: **1231**
SIC: **3826** Laboratory analytical instruments

Mailing Address

904 CARIBBEAN DRIVE

SUNNYVALE CA 94089

Business Address

904 CARIBBEAN DRIVE

SUNNYVALE CA 94089

4085414191

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person FLOM KERRY			2. Issuer Name and Ticker or Trading Symbol CEPHEID [CPHD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Regulatory Affairs		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O CEPHEID, 904 CARIBBEAN DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SUNNYVALE, CA 94089								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2013		M ⁽¹⁾		6,250	A	\$31.485	26,250	D	
Common Stock	01/25/2013		S ⁽¹⁾		6,250	D	\$38	20,000	D	
Common Stock	01/25/2013		M ⁽²⁾		237	A	\$ 0	20,237	D	
Common Stock	01/25/2013		F ⁽³⁾		90	D	\$37.83	20,147	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-qualified stock option	\$31.485	01/25/2013		M ⁽¹⁾			6,250	(4)	04/25/2018	Common Stock	6,250	\$ 0	27,875	D	

(right to buy)														
Restricted Stock Units	\$ 0 ⁽²⁾	01/25/2013		M ⁽²⁾		237	(6)	(6)	Common Stock	237	\$ 0	2,133	D	

Explanation of Responses:

1. The transaction reported on this Form 4 was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on February 15, 2012.
2. Vesting of restricted stock units ("RSUs") granted to the Reporting Person on April 26, 2011.
3. Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
4. Following the reported transaction, 8,679 shares subject to the option remain fully vested and immediately exercisable. The balance of the shares subject to the option will vest in equal monthly installments beginning on February 25, 2013, until such time as the option is 100% vested, subject to the continuing employment of the Reporting Person on each vesting date.
5. Each RSU represents a contingent right to receive one share of the Issuer's common stock.
6. 25% of the RSUs vest on the one-year anniversary of the grant date, then 6.25% of the RSUs vest each quarterly anniversary thereafter, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.

Signatures

/s/ Kerry Flom by Joseph H. Smith, Attorney-in-Fact

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.