

# CERUS CORP

Reported by  
**CASSIN BJ**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/06 for the Period Ending 01/20/06

Address	2550 STANWELL DRIVE CONCORD, CA 94520
Telephone	9252886000
CIK	0001020214
Symbol	CERS
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

# CERUS CORP

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 2/2/2006 For Period Ending 1/20/2006

Address	2411 STANWELL DR CONCORD, California 94520
Telephone	925-288-6000
CIK	0001020214
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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# 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  
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**STATEMENT OF CHANGES IN 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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>CASSIN BJ</b> <small>(Last) (First) (Middle)</small>  <b>3000 SAND HILL ROAD, BUILDING 3, SUITE 210</b> <small>(Street)</small>  <b>MENLO PARK, CA 94025</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CERUS CORP [ CERS ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/20/2006</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/20/2006		M		14700	A	\$2.7211	14700	D	
Common Stock								85000	I	By Foundation (3)
Common Stock								382684	I	By Trust (4)
Common Stock								69841	I	By Partnership (5)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)	\$2.7211	1/20/2006		M		14700	(1)	5/18/2006	Common Stock	14700	(2)	0	D	

**Explanation of Responses:**

- (1) Immediate.
- (2) Not applicable.
- (3) These securities are beneficially owned directly by Cassin Educational Foundation. The Reporting Person is the Chairman/President of such entity and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- These securities are beneficially owned directly by Brendan Joseph Cassin and Isabel B. Cassin, Tr. UA 01/31/96, Cassin Family Trust.
- (4) The Reporting Person is a Trustee of such entity and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) These securities are beneficially owned directly by Cassin Family Partnership. The Reporting Person is a General Partner of such entity and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CASSIN BJ 3000 SAND HILL ROAD BUILDING 3, SUITE 210 MENLO PARK, CA 94025</b>	<b>X</b>			

**Signatures**

**B. J. Cassin by  
Howard G. Ervin,  
attorney-in-fact**

**2/2/2006**

\*\* Signature of Reporting  
Person

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.

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