

CAVIUM, INC.
Form 4
May 28, 2014

FORM 4

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHADWICK ARTHUR D

(Last) (First) (Middle)

**C/O CAVIUM NETWORKS,
INC., 2315 N. FIRST STREET**

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CAVIUM, INC. [CAVM]

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Finance & Admin CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock	05/23/2014		M	30,000 A	\$ 12.93 ⁽¹⁾ 59,600	I ⁽²⁾	See footnote ⁽³⁾
Common Stock	05/23/2014		S ⁽⁴⁾	30,000 D	\$ 46.09 ⁽⁵⁾ 29,600	I ⁽²⁾	See footnote ⁽³⁾

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

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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 Underlying Securities (Instr. 3 and 4)
Stock Option Right to Buy	\$ 12.93 <u>(1)</u>	05/23/2014		M	30,000	<u>(6)</u> 02/06/2016 <u>(7)</u>	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHADWICK ARTHUR D C/O CAVIUM NETWORKS, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131			VP Finance & Admin CFO	

Signatures

/s/ Arthur D. Chadwick
Date: 05/28/2014

**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 exercise price of the options ranges from \$10.32 to \$14.80 per share
- (2) Both direct and indirect. See footnote 3.
- (3) Of the 29,600 shares beneficially owned by Mr. Chadwick, 16,500 shares are owned directly by Mr. Chadwick, and 13,100 shares are owned indirectly by Mr. Chadwick through multiple family trusts.
- (4) The sale was made under a 10b5-1 trading plan as adopted by the reporting person.
- (5) Shares were sold ranging from \$46.00 per share to \$46.31 per share.
- (6) 1/8th of the shares subject to the options vest on six month anniversary of the vesting commencement dates of 9/17/2008 and 8/6/2009 and 1/48th of the shares vest monthly thereafter over the next three and one half years.
- (7) The expiration date of the options were 03/17/2015 and 02/06/2016

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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