

CAVIUM NETWORKS, INC.

Form 4

May 07, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AVM Capital Partners LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

12930 SARATOGA
AVENUE, SUITE D-8

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2007

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

SARATOGA, CA 95020

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

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

(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	05/07/2007		C		277,777	A	<u>11</u> 277,777
						I	By Alliance Ventures III LP ⁽²⁾
Common Stock	05/07/2007		C		4,129,575	A	<u>11</u> 4,129,575
						I	By Alliance Ventures IV LP ⁽²⁾

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	05/07/2007		C		277,777		(1)	(1)	Common Stock	277,777
Series A Preferred Stock	(1)	05/07/2007		C		1,944,444		(1)	(1)	Common Stock	1,944,444
Series B Preferred Stock	(1)	05/07/2007		C		1,495,476		(1)	(1)	Common Stock	1,495,476
Series C Preferred Stock	(1)	05/07/2007		C		689,655		(1)	(1)	Common Stock	689,655

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AVM Capital Partners LLC 12930 SARATOGA AVENUE SUITE D-8 SARATOGA, CA 95020		X		
Alliance Ventures III, L.P. 12930 SARATOGA AVENUE SUITE D-8 SARATOGA, CA 95020		X		
		X		

Alliance Ventures IV, L.P.
12930 SARATOGA AVENUE
SUTIE D-8
SARATOGA, CA 95020

Signatures

Alliance Ventures III LP by AVM Capital Partners LLC its General Partners /s/ Steve Schlossareck, Managing Member

05/07/2007

__Signature of Reporting Person

Date

Alliance Ventures IV LP by AVM Capital Partners LLC its General Partners /s/ Steve Schlossareck, Managing Member

05/07/2007

__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) Each share of Preferred Stock converted into one share of Common Stock upon the Closing of the Issuers public offering, was convertible at any time at the election of the holders and had no expiration date.

Randall Meals, Steven Schlossareck and Maury Domengeaux are managing directors of AVM Capital Partners LLC, which is the general partner of Alliance Ventures IV, L.P. and Alliance Ventures III, L.P. Randal Meals, Steven Schlossareck and Maury Domengeaux have
- (2) shared voting and investment power over the shares held by Alliance Ventures IV, L.P. and Alliance Ventures III, L.P. Randall Meals, Steven Schlossareck and Maury Domengeaux disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest therein.

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.