

CAVIUM NETWORKS, INC.

Form 4

February 21, 2008

**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

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Estimated average  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O CAVIUM NETWORKS,  
INC., 805 E. MIDDLEFIELD  
ROAD**

(Street)

**MOUNTAIN VIEW, CA 94043**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/19/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
VP Finance & Admin CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
|                                       |   |   | Code                                 | V   | Amount<br>(A)<br>or<br>(D)   | Price   |   |
| Common<br>Stock                       | 02/19/2008                              |   | S                                    |   | 40,000<br>(1)  | \$<br>18.4307<br>(2)  | 417,500   |
|                                       |   |   |                                      |   |  |   | I (3)   |
|                                       |   |   |                                      |   |  |   | see<br>footnote<br>(4)  |
| Common<br>Stock                       | 02/20/2008                              |   | S                                    |   | 10,000<br>(1)  | \$<br>18.7434<br>(5)  | 407,500   |
|                                       |   |   |                                      |   |  |   | I (6)   |
|                                       |   |   |                                      |   |  |   | see<br>footnote<br>(7)  |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| CHADWICK ARTHUR D<br>C/O CAVIUM NETWORKS, INC.<br>805 E. MIDDLEFIELD ROAD<br>MOUNTAIN VIEW, CA 94043 | VP Finance & Admin CFO           |

## Signatures

/s/ Arthur D.  
Chadwick 02/21/2008

\*\*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 sale was made under a 10b5-1 trading plan adopted by the reporting person on September 13, 2007
- (2) Shares were sold ranging from \$18.12 per share to \$19.04 per share.
- (3) Both direct and indirect holding. See footnote 4.
- (4) Of the 417,500 shares beneficially owned by Mr. Chadwick, 137,293 shares were owned directly by Mr. Chadwick, and 280,207 shares are owned indirectly by Mr. Chadwick through multiple family trusts.
- (5) Shares were sold ranging from \$18.03 per share to \$19.18 per share.
- (6) Both direct and indirect holding. See footnote 7.
- (7) Of the 407,500 shares beneficially owned by Mr. Chadwick, 137,293 shares were owned directly by Mr. Chadwick, and 270,207 shares are owned indirectly by Mr. Chadwick through multiple family trusts.

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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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