

CAVIUM, INC.
Form 4
February 03, 2014

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ali Syed

(Last) (First) (Middle)

C/O CAVIUM, 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)
01/30/2014

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)

Pres., CEO, Chairman of board

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)
			Code	V	Amount	(A) or (D) Price (1) (2) (3) (4)			
Common stock	01/30/2014		M		38,000	A (4)	1,451,662	D	
Common stock	01/31/2014		M		18,750	A (4)	1,470,412	D	

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

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(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 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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(1)	01/30/2014		M		15,000		(1)	(1)	Common stock	15,000
Restricted stock units	(2)	01/30/2014		M		10,500		(2)	(2)	Common stock	10,500
Restricted stock units	(3)	01/30/2014		M		12,500		(3)	(3)	Common stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ali Syed C/O CAVIUM, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131	X Pres., CEO, Chairman of board

Signatures

/s/ Arthur D. Chadwick with Power of Attorney 02/03/2014

**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).

As reported on Form 4 filed on January 8, 2010, the reporting person received a grant of 60,000 Restricted Stock Units ("RSU's") on January 6, 2010 pursuant to Cavium's 2007 Equity Incentive Plan. 25% of the RSU will vest annually on each of January 30, 2011,

- (1) January 30, 2012, January 30, 2013 and January 2014. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock. On January 30, 2014, the remaining 25% of these RSU's vested, resulting in the issuance of 15,000 shares of Cavium's common stock.

As reported on Form 4/A filed on March 29, 2011, the reporting person received a grant of 42,000 Restricted Stock Units ("RSU's") on March 10, 2011 pursuant to Cavium's 2007 Equity Incentive Plan. 25% of the RSUs will vest annually on each of January 30, 2012,

- (2) January 30, 2013, January 30, 2014 and January 30, 2015. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock. On January 30, 2014, the third 25% of these RSU's vested, resulting in the issuance of 10,500 shares of Cavium's common stock.

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- As reported on Form 4 filed on February 28, 2012, the reporting person received a grant of 50,000 Restricted Stock Units ("RSU's") on February 24, 2012 pursuant to Cavium's 2007 Equity Incentive Plan. 25% of the RSUs will vest annually on each of January 30, 2013,
- (3) January 30, 2014, January 30, 2015 and January 30, 2016. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock. On January 30, 2014, the second 25% of these RSU's vested, resulting in the issuance of 12,500 shares of Cavium's common stock.

- As reported on Form 4 filed on March 26, 2013, the reporting person received a grant of 75,000 Restricted Stock Units ("RSU's") on March 22, 2013 pursuant to Cavium's 2007 Equity Incentive Plan. 25% of the RSUs will vest annually on each January 31, 2014, January 31, 2015, January 31, 2016 and January 31, 2017. On January 31, 2014, the first 25% of these RSU's vested, resulting in the issuance of 18,750 shares of Cavium's common stock. This RSU grant was reported in Table 1 of Form 4 dated March 26, 2013.
- (4)

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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