

CAVIUM, INC.

Form 4

September 05, 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

OMB
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(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)
09/04/2014

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 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	09/04/2014		M	42,500 A	\$ 24.16 55,600	I ⁽¹⁾	See footnote (2)
Common stock	09/04/2014		S ⁽³⁾	42,500 D	\$ 55.57 ₍₄₎ 13,100	I	See footnote (2)

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

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information contained in this form are not
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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)
Stock Option Right to Buy	\$ 24.16	09/04/2014		M	42,500	07/06/2010 ⁽⁵⁾ 01/06/2017	Common stock 42,500

Reporting Owners

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

Signatures

/s/ Arthur D.
Chadwick 09/05/2014

**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) Both direct and indirect holding. See footnote 2.
- (2) Of the amount of securities beneficially owned following reported transactions, 13,100 shares are owned indirectly by Mr. Chadwick through family trust.
- (3) The sale was made under a 10b5-1 trading plan as adopted by the reporting person.
- (4) Shares were sold ranging from \$55.11 per share to \$56.03 per share.
- (5) 1/8th of the shares subject to the option vest on the six month anniversary of the vesting commencement date (grant date) on 1/6/2010 and 1/48th of the shares vest monthly thereafter over the next three and one half years.

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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