

CAVIUM NETWORKS, INC.
Form 4
June 17, 2008

FORM 4

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

OMB APPROVAL

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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

(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)
06/13/2008

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

SARATOGA, CA 95070

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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)
Common Stock	06/13/2008		J ⁽¹⁾		450,000	D	Ⓣ	3,679,575	I	Held by Alliance Ventures IV, L.P. ⁽²⁾
Common Stock	06/13/2008		J ⁽¹⁾		9,000	A	Ⓣ	9,000	I	Held by AVM Capital, L.P. ⁽³⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AVM Capital Partners LLC 12930 SARATOGA AVENUE SUITE D-8 SARATOGA, CA 95070		X		

Signatures

Alliance Ventures IV LP by AVM Capital Partners, LLC Its General Partner /s/ Steve Schlossareck, Managing Director 06/13/2008

__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) Explanation of Code J: Pro rata in kind distribution without consideration by Alliance Ventures IV, L.P. to its limited partner, AVM Capital, L.P., which in turn distributed pro rata in kind and without consideration 441,000 shares to its limited partners.
- (2) 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. Randall Meals, Steven Schlossareck and Maury Domengeaux have shared voting and investment power over the shares held by Alliance Ventures IV, L.P. Randall Meals, Steven Schlossareck and Maury Domengeaux disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest therein.
- (3) Randall Meals, Steven Schlossareck and Maury Domengeaux are managing directors of AVM Capital Partners LLC, which is the general partner of AVM Capital, L.P. Randall Meals, Steven Schlossareck and Maury Domengeaux have shared voting and investment power over the shares held by AVM Capital, L.P. Randall Meals, Steven Schlossareck and Maury Domengeaux disclaim beneficial ownership

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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.

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