REDDY C N Form 4 September 14, 2009

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REDDY C N

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol CAVIUM NETWORKS, INC.

(Check all applicable)

[CAVM]

09/10/2009

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

C/O ALLIANCE

(City)

Common

Stock

SEMICONDUCTOR CORP., 2900 LAKESIDE DRIVE, SUITE 229

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA, CA 95054

(State) (Zip)

09/10/2009

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8) Owned **Following**

Ownership Form: Direct (D) or Indirect (I)

Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)

Code V (D) Price Amount

(A)

or

\$

See S 276,519 22,616 D 21.1798 $I^{(2)}$ footnote (1) (3)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

REDDY C N

C/O ALLIANCE SEMICONDUCTOR CORP. 2900 LAKESIDE DRIVE, SUITE 229 SANTA CLARA, CA 95054



Signatures

/s/ Arthur D. Chadwick with Power of 09/14/2009 Attorney

> **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) Shares were sold ranging from \$21.00 per share to \$21.2725 per share.
 - Of the 276,519 shares beneficially owned by Mr. C.N. Reddy, 2,733 shares were owned directly by C.N. Reddy, and 273,786 shares are owned indirectly by Mr. C.N. Reddy through multiple partnerships. The reporting person, who is a general partner of Solar Ventures
- (2) Partners LP, Scenic Capital, and Scenic Investments LP, disclaims beneficial ownership of the shares held by the above partnerships, except to his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (3) Both direct and indirect holding. See footnote 2.

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.

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