Ali Syed Form 4 August 04, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005

0.5

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Check this box

if no longer

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Ali Syed

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CAVIUM NETWORKS, INC.

(Check all applicable)

Pres., CEO, Chairman of board

(Last)

ROAD

(First)

(Middle)

3. Date of Earliest Transaction

\_X\_\_ Director

10% Owner Other (specify

C/O CAVIUM NETWORKS.

(Month/Day/Year) 08/02/2010

[CAVM]

X\_ Officer (give title below)

INC., 805 E. MIDDLEFIELD

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

MOUNTAIN VIEW, CA 94043

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4 Securities Acquired (A) or 5 Amount of 1 Title of 2. Transaction Date 2A Deemed 7. Nature of

1.1111111111111111111111111111111111111	2. Transaction Date	ZA. Deemed	Э.	4. Securitie	s Acq	ulled (A) of	3. Allioulit of	0.
Security	(Month/Day/Year)	Execution Date, if	TransactiorDisposed of (D)				Securities	Ownership
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form:
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)
							Following	or Indirect
					(4)		Reported	(I)
					(A)		Transaction(s)	(Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	
Common stock	08/02/2010		M	100,000	A	\$ 1.02	0	D
						\$		
Common stock	08/02/2010		S(1)	100,000	D	27.1803	1,388,062	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

(2)

SEC 1474 (9-02)

Indirect Beneficial Ownership (Instr. 4)

### Edgar Filing: Ali Syed - Form 4

### number.

# 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 orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock option right to buy	\$ 1.02	08/02/2010		M		100,000	08/02/2005	08/02/2015	Common stock	100,000

# **Reporting Owners**

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			

Ali Syed C/O CAVIUM NETWORKS, INC. 805 E. MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043

X

Pres., CEO, Chairman of board

Relationshins

# **Signatures**

/s/ Syed Ali 08/04/2010

\*\*Signature of Date
Reporting Person

# **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 16, 2009
- (2) Shares were sold ranging from \$26.32 per share to \$27.54 per share.

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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