

Jain Anil Kumar
 Form 4
 November 02, 2010

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 *
 Jain Anil Kumar

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)
 C/O CAVIUM NETWORKS,
 INC., 805 E. MIDDLEFIELD
 ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/29/2010

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Corporate VP, IC Engineering

(Street)
 MOUNTAIN VIEW, CA 94043

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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	10/29/2010		M		\$ 53,750	A	0 3.04 D
Common Stock	10/29/2010		S ⁽¹⁾		\$ 83,750	D	31.5 71,500 D
Common Stock	10/29/2010		S ⁽¹⁾		\$ 25,000	D	31.5 0 I By Trust

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

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SEC 1474 (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)	Amount or Number of Shares
Stock Option Right to Buy	\$ 3.04	10/29/2010		M	53,750	03/22/2006 03/22/2016	Common Stock	53,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Jain Anil Kumar
C/O CAVIUM NETWORKS, INC.
805 E. MIDDLEFIELD ROAD
MOUNTAIN VIEW, CA 94043

Corporate VP, IC Engineering

Signatures

/s/ Arthur D. Chadwick with Power of Attorney

11/02/2010

__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) The sale was made under a 10b5-1 trading plan adopted by the reporting person on August 24, 2009.

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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