

Ali Syed  
Form 4  
February 01, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Ali Syed

2. Issuer Name and Ticker or Trading Symbol  
CAVIUM, INC. [CAVM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CAVIUM, INC., 2315 N. FIRST STREET

3. Date of Earliest Transaction (Month/Day/Year)  
01/30/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Pres., CEO, Chairman of board

(Street)  
SAN JOSE, CA 95131

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 Ownership (Instr. 4)
			Code	V Amount (D) Price (1) or (2) (3)			
Common Stock	01/30/2013		M	38,000 A	1,413,662	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Amount or Number of Shares
Restricted stock units	(1)	01/30/2013		M	15,000	(1) (1)	Common Stock	15,000
Restricted stock units	(2)	01/30/2013		M	10,500	(2) (2)	Common Stock	10,500
Restricted stock units	(3)	01/30/2013		M	12,500	(3) (3)	Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ali Syed C/O CAVIUM, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131	X		Pres., CEO, Chairman of board	

## Signatures

/s/ Arthur D. Chadwick with Power of Attorney  
Date: 02/01/2013

\*\*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).

As reported on Form 4 filed on January 8, 2010, the reporting person received a grant of 60,000 Restricted Stock Units ("RSU's") on January 6, 2010 pursuant to Cavium's 2007 Stock Incentive Plan. 25% of the RSU will vest annually on each of January 30, 2011, (1) January 30, 2012, January 30, 2013 and January 2014. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium Networks common stock. On January 30, 2013, the third 25% of these RSU's vested, resulting in the issuance of 15,000 shares of Cavium's common stock.

As reported on Form 4/A filed on March 29, 2011, the reporting person received a grant of 42,000 Restricted Stock Units ("RSU's") on March 10, 2011 pursuant to Cavium's 2007 Stock Incentive Plan. 25% of the RSUs will vest annually on each of January 30, 2012, (2) January 30, 2013, January 30, 2014 and January 30, 2015. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock. On January 30, 2013, the second 25% of these RSU's vested, resulting in the issuance of 10,500 shares of Cavium's common stock.

(3) As reported on Form 4 filed on February 28, 2012, the reporting person received a grant of 50,000 Restricted Stock Units ("RSU's") on February 24, 2012 pursuant to Cavium's 2007 Stock Incentive Plan. 25% of the RSU will vest annually on each of January 30, 2013, January 30, 2014, January 30, 2015 and January 2016. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock. On January 30, 2013, the first 25% of these RSU's vested, resulting in the issuance of

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12,500 shares of Cavium's common stock.

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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