

CAVIUM, INC.
Form 4
February 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Last) (First) (Middle)

C/O CAVIUM, INC., 2315 N. FIRST STREET

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (A) or (D) Price (1) (2) (3) | | | |
| Common stock | 01/30/2014 | | M | 38,000 A (2) (3) | 1,451,662 | D | |
| Common stock | 01/31/2014 | | M | 18,750 A (4) | 1,470,412 | 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)

| 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) | 01/30/2014 | | M | 15,000 | (1) (1) | Common stock | 15,000 |
| Restricted stock units | (2) | 01/30/2014 | | M | 10,500 | (2) (2) | Common stock | 10,500 |
| Restricted stock units | (3) | 01/30/2014 | | 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

02/03/2014

**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 Equity 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's common stock. On January 30, 2014, the remaining 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 Equity 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, 2014, the third 25% of these RSU's vested, resulting in the issuance of 10,500 shares of Cavium's common stock.

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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 Equity Incentive Plan. 25% of the RSUs will vest annually on each of January 30, 2013, (3) January 30, 2014, January 30, 2015 and January 30, 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, 2014, the second 25% of these RSU's vested, resulting in the issuance of 12,500 shares of Cavium's common stock.

As reported on Form 4 filed on March 26, 2013, the reporting person received a grant of 75,000 Restricted Stock Units ("RSU's") on (4) March 22, 2013 pursuant to Cavium's 2007 Equity Incentive Plan. 25% of the RSUs will vest annually on each January 31, 2014, January 31, 2015, January 31, 2016 and January 31, 2017. On January 31, 2014, the first 25% of these RSU's vested, resulting in the issuance of 18,750 shares of Cavium's common stock. This RSU grant was reported in Table 1 of Form 4 dated March 26, 2013.

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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