

CAVIUM, INC.  
Form 4  
February 10, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Pangrazio Vincent P

(Last) (First) (Middle)  
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)  
02/07/2014

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)  
SVP, Gen. Counsel & Secretary

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
Restricted stock units	02/07/2014		A <sup>(1)</sup>		14,300	A	(1)
Restricted stock units	02/07/2014		A <sup>(2)</sup>		5,000	A	(2)

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 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
Stock option right to buy	\$ 37.83 (3)	02/07/2014		A(4)	6,500	02/07/2014 02/07/2021	Common stock	6,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pangrazio Vincent P 2315 N. FIRST STREET SAN JOSE, CA 95131			SVP, Gen. Counsel & Secretary	

## Signatures

/s/ Vincent P.  
Pangrazio 02/10/2014

\_\_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).

(1) This grant has a 4-year vesting term. 1/4th of the restricted stock units will vest on January 31 2015; and an additional 1/4th of the restricted stock units will vest thereafter on January 31st of each following year. On each vesting date, for each restricted stock units vesting on such date, the reporting person will receive one share of Cavium's common stock at no cost.

(2) This grant has a 5-year vesting term. 1/4th of the restricted stock units will vest on January 31 2016; and an additional 1/4th of the restricted stock units will vest thereafter on January 31st of each following year. On each vesting date, for each restricted stock units vesting on such date, the reporting person will receive one share of Cavium's common stock at no cost.

(3) This is the closing price of the Cavium's stock on NASDAQ on February 7, 2014.

(4) 1/8th of the shares subject to the option vest on the six month anniversary of the grant date and 1/48th of the shares vest monthly thereafter over the next three and one half years.

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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