CAVIUM, INC. Form 4 June 23, 2014

FORM 4

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

OMB APPROVAL

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obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

C/O ALLIANCE

(Print or Type Responses)

1. Name and Address of Reporting Person * REDDY C N

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

CAVIUM, INC. [CAVM] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

06/19/2014

X_ Director 10% Owner Officer (give title Other (specify below)

SEMICONDUCTOR CORP., 2900 LAKESIDE DRIVE, SUITE 229

(Street)

(First)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA CLARA, CA 95054

(State) (Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4) Price

Code V Amount (D)

(Instr. 3, 4 and 5)

Restricted 06/19/2014 stock units

 $A^{(1)}$ 5,500 A <u>(1)</u>

5,500

D

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

(Month/Day/Year)

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

Edgar Filing: CAVIUM, INC. - Form 4

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. Transactio 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option right to	\$ 50.83 (2)	06/19/2014		A(3)	3,000	07/19/2014(3)	06/19/2021	Common stock	3,000

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other REDDY CN C/O ALLIANCE SEMICONDUCTOR CORP. X 2900 LAKESIDE DRIVE, SUITE 229 SANTA CLARA, CA 95054

Signatures

/s/ Vincent P. Pangrazio, with Power of 06/23/2014 Attorney Date

**Signature of 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).
- This annual restricted stock unit grant will vest on April 30, 2015. On the vesting date, for each restricted stock unit vested, the reporting person will receive one share of Cavium's common stock at no cost.
- (2) This is the closing price of the Cavium's stock on NASDAQ on June 19, 2014.
- (3) This annual stock option grant will vest in equal monthly installments over one year from grant date.

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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