

CAVIUM, INC.
Form 4
February 08, 2016

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)
02/04/2016

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	Price	
Common stock	02/04/2016		M ⁽¹⁾		300,000	A \$ 10.32	1,685,147 D
Common stock	02/04/2016		M ⁽²⁾		3,730	A \$ 3.04	1,688,877 D
Common stock	02/04/2016		S ⁽³⁾		186,820	D \$ 53.74	1,502,057 D
Common stock	02/05/2016		M ⁽²⁾		171,270	A \$ 3.04	1,673,327 D
Common stock	02/05/2016		M ⁽²⁾		49,006	A \$ 3.04	1,722,333 D

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Common stock	02/05/2016	<u>S</u> ⁽³⁾	120,000	D	\$ <u>(5)</u> 51.96	1,602,333	D
Common stock	02/08/2016	<u>M</u> ⁽²⁾	125,994	A	\$ 3.04	1,728,327	D
Common stock	02/08/2016	<u>S</u> ⁽³⁾	69,700	D	\$ <u>(6)</u> 47.97	1,658,627	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock option right to buy	\$ 10.32	02/04/2016		<u>M</u> ⁽¹⁾	300,000	08/06/2009	02/02/2016	Common stock	300,000
Stock option right to buy	\$ 3.04	02/04/2016		<u>M</u> ⁽²⁾	3,730	03/22/2006	03/22/2016	Common stock	3,730
Stock option right to buy	\$ 3.04	02/05/2016		<u>M</u> ⁽²⁾	172,270	03/22/2006	03/22/2016	Common stock	171,270
Stock option right to buy	\$ 3.04	02/05/2016		<u>M</u> ⁽²⁾	49,006	03/22/2006	03/22/2016	Common stock	49,006
Stock option right to buy	\$ 3.04	02/08/2016		<u>M</u> ⁽²⁾	125,994	03/22/2006	03/22/2016	Common stock	125,994

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
 02/08/2016
 **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 was an exercise of stock options which were due to expire on February 6, 2016.
 - (2) This was an exercise of stock options which were due to expire on March 22, 2016.
 - (3) The sale was made under a 10b5-1 trading plan adopted by the reporting person.
 - (4) Shares were sold ranging from \$52.81 per share to \$54.38 per share.
 - (5) Shares were sold ranging from \$51.15 per share to \$53.62 per share.
 - (6) Shares were sold ranging from \$46.85 per share to \$50.05 per share.

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.