MEHROTRA SANJAY

Form 4 July 23, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MEHROTRA SANJAY

2. Issuer Name and Ticker or Trading

Issuer

Symbol

07/22/2009

CAVIUM NETWORKS, INC.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[CAVM]

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

C/O SANDISK CORPORATION, 601 MCCARTHY

BLVD.

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

MILPITAS, CA 95035

(City) (State)

(Zip)

(Middle)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

Reported Transaction(s)

(A) Code V Amount (D) Price

(Instr. 3 and 4)

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)

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1.7	Γitle of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and A	Amount o
Dei	rivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	on Derivative	Expiration Date		Underlying Securities	
Sec	curity	or Exercise		any	Code	Securities	(Month/Day/Year	•)	(Instr. 3 and 4	4)
(Ins	str. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
		Derivative				or Disposed of				
		Security				(D)				
						(Instr. 3, 4,				
						and 5)				
					Code V	(A) (D)	Date Exercisable	Expiration	Title	Amount
						(11) (2)	Duite Entertainment	Date	11110	or
										Number
										of Share
Sto	ock									
Or	otion	\$ 19.01					00/00/00		Common	- 0.00.
	ight to	<u>(1)</u>	07/22/2009		A	50,000	$08/22/2009^{(2)}$	07/21/2016	Stock	50,000
(17	ight to	<u></u>							DUCK	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MEHROTRA SANJAY C/O SANDISK CORPORATION 601 MCCARTHY BLVD. MILPITAS, CA 95035	X					

Signatures

Buy)

/s/ Vincent P. Pangrazio with Power of Attorney 07/22/2009

**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) Reflects the closing price of the Issuer's common stock as reported on NASDAQ on July 22, 2009.
- (2) 1/48th of the shares subject to the option vest on the one month anniversary of the vesting commencement date and 1/48th of the shares subject to the option vest monthly thereafter.

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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