

Pantuso Anthony  
Form 4  
November 10, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
Pantuso Anthony

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O NEOCARTA VENTURES, 204  
E. 2ND AVENUE, SUITE 428

11/08/2010

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

SAN MATEO, CA 94401

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/08/2010		J <sup>(1)</sup>	1,433,870	D \$ 0 46	I	By NeoCarta Ventures I, L.P. <sup>(3)</sup>
Common Stock	11/08/2010		J <sup>(2)</sup>	159,316	D \$ 0 6	I	By NeoCarta Scout Fund, LLC <sup>(3)</sup>
Common Stock	11/08/2010		J <sup>(4)</sup>	14,501	A \$ 0 14,501	I	By NeoCarta Associates,

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pantuso Anthony C/O NEOCARTA VENTURES 204 E. 2ND AVENUE, SUITE 428 SAN MATEO, CA 94401		X		

## Signatures

/s/ Anthony  
Pantuso  
11/10/2010

\*\*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).  
Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of the Issuer's Common Stock by NeoCarta Ventures, L.P. ("NeoCarta Ventures") without consideration to its limited partners and its general partner, NeoCarta Associates, LLC ("NeoCarta Associates").

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Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of the Issuer's Common Stock by NeoCarta Scout Fund, LLC ("NeoCarta Scout") without consideration to its members and its manager, NeoCarta Associates.

- The Reporting Person is a Managing Director of NeoCarta Associates, which serves as the general partner of NeoCarta Ventures and as the Manager of NeoCarta Scout. NeoCarta Ventures and NeoCarta Scout are under common control. As such, the Reporting Person
- (3) shares voting and investment power over the shares held by NeoCarta Ventures and NeoCarta Scout. The Reporting Person disclaims beneficial ownership of the shares held by NeoCarta Ventures and NeoCarta Scout except to the extent of his proportionate pecuniary interest therein.
  - (4) Represents the receipt of shares of the Issuer's Common Stock by virtue of the pro-rata in-kind distributions described in footnotes (1) and (2) above by NeoCarta Associates without consideration.

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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