

CHADWICK ARTHUR D
Form 4
February 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
CHADWICK ARTHUR D

(Last) (First) (Middle)

C/O CAVIUM NETWORKS, 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)
01/30/2013

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)
VP Finance & Admin CFO

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 (1) (2) (3)			
Common Stock	01/30/2013		M	11,000 A	31,350	I (4)	See footnote (5)

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)

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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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted stock units	(1)	01/30/2013		M	4,250	(1) (1)	Common Stock 4,250	\$
Restricted stock units	(2)	01/30/2013		M	3,000	(2) (2)	Common Stock 3,000	\$
Restricted stock units	(3)	01/30/2013		M	3,750	(3) (3)	Common Stock 3,750	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHADWICK ARTHUR D
C/O CAVIUM NETWORKS, INC.
2315 N. FIRST STREET
SAN JOSE, CA 95131

VP Finance & Admin CFO

Signatures

/s/ Arthur D. Chadwick 02/01/2013

**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).

As reported on Form 4 filed on January 8, 2010, the reporting person received a grant of 17,000 Restricted Stock Units ("RSU's") on January 6, 2010 pursuant to Cavium's 2007 Stock Incentive Plan. 25% of the RSU will vest annually on each of January 30, 2011,

(1) January 30, 2012, January 30, 2013 and January 2014. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock. On January 30, 2013, the third 25% of these RSU's vested, resulting in the issuance of 4,250 shares of Cavium's common stock.

As reported on Form 4 filed on March 14, 2011, the reporting person received a grant of 12,000 Restricted Stock Units ("RSU's") on March 10, 2011 pursuant to Cavium's 2007 Stock Incentive Plan. 25% of the RSUs will vest annually on each of January 30, 2012,

(2) January 30, 2013, January 30, 2014 and January 30, 2015. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock. On January 30, 2013, the second 25% of these RSU's vested, resulting in the issuance of 3,000 shares of Cavium's common stock.

(3)

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As reported on Form 4 filed on February 28, 2012, the reporting person received a grant of 15,000 Restricted Stock Units ("RSU's") on February 24, 2012 pursuant to Cavium's 2007 Stock Incentive Plan. 25% of the RSUs will vest annually on each of January 30, 2013, January 30, 2014, January 30, 2015 and January 30, 2016. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock. On January 30, 2013, the first 25% of these RSU's vested, resulting in the issuance of 3,750 shares of Cavium's common stock.

- (4) Both direct and indirect holding. See footnote 5.
- (5) Of the 31,350 shares beneficially owned by Mr. Chadwick, 23,250 shares were owned directly by Mr. Chadwick, and 8,100 shares are owned indirectly by Mr. Chadwick through family trusts.

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.