

CHADWICK ARTHUR D

Form 4

February 21, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHADWICK ARTHUR D

(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)
02/16/2018

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) 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common stock | 02/16/2018 | | M | 30,000 A | \$ 37.22 | 116,811 | D |
| Common stock | 02/16/2018 | | M | 30,000 A | \$ 35.73 | 146,811 | D |
| Common stock | 02/16/2018 | | M | 7,404 A | \$ 37.83 | 154,215 | D |
| Common stock | 02/16/2018 | | S ⁽¹⁾ | 67,404 D | \$ 87.24 ⁽²⁾ | 86,811 | D |
| Common stock | 02/20/2018 | | M | 2,596 A | \$ 37.83 | 89,407 | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|------------------------|---------|---|
| Common stock | 02/20/2018 | M | 22,000 | A | \$ 37.63 | 111,407 | D |
| Common stock | 02/20/2018 | S ⁽¹⁾ | 50,798 | D | \$ 88.41 <u>(3)</u> | 60,609 | D |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | Amount or Number of Shares |
| Stock option right to buy | \$ 37.22 | 02/16/2018 | | M | 30,000 | <u>(4)</u> | 03/10/2018 | Common Stock | | 30,000 |
| Stock option right to buy | \$ 35.73 | 02/16/2018 | | M | 30,000 | <u>(4)</u> | 02/24/2019 | Common stock | | 30,000 |
| Stock option right to buy | \$ 37.83 | 02/16/2018 | | M | 7,404 | <u>(4)</u> | 02/07/2021 | Common stock | | 7,404 |
| Stock option right to buy | \$ 37.83 | 02/20/2018 | | M | 2,596 | <u>(4)</u> | 02/07/2021 | Common stock | | 2,596 |
| Stock option right to buy | \$ 37.63 | 02/20/2018 | | M | 22,000 | <u>(4)</u> | 03/22/2020 | Common stock | | 22,000 |

Signatures

02/21/2018

Date _____

Explanation of Responses:

- 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.