

CHADWICK ARTHUR D

Form 4

February 01, 2011

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

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)  
**C/O CAVIUM NETWORKS,  
INC., 805 E. MIDDLEFIELD  
ROAD**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/30/2011**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
VP Finance & Admin CFO

(Street)  
**MOUNTAIN VIEW, CA 94043**

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

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock <sup>(1)</sup>	01/30/2011		M		4,250 <sup>(1)</sup>	A	<u>11</u>
					51,750	I <sup>(2)</sup>	See footnote <sup>(3)</sup>

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: CHADWICK ARTHUR D - Form 4

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. Pr Deri Secu (Inst
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	01/30/2011		M <sup>(1)</sup>	4,250 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Common Stock	4,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHADWICK ARTHUR D C/O CAVIUM NETWORKS, INC. 805 E. MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			VP Finance & Admin CFO	

## Signatures

/s/ Arthur D.  
Chadwick

02/01/2011

                     \*\*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 dated January 6, 2010 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 Network's 2007 Stock Incentive Plan. 25% of the RSUs will vest annually on each
- (1) of January 30, 2011, January 30, 2012, January 30, 2013 and January 30, 2014. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium Networks common stock. On January 30, 2011, the first 25% of these RSUs vested, resulting in the issuance of 4,250 shares of Cavium Network's common stock.
  - (2) Both direct and indirect holding. See footnote 3.
  - (3) Of the 51,750 shares beneficially owned by Mr. Chadwick, 27,376 shares were owned directly by Mr. Chadwick, and 24,374 shares are owned indirectly by Mr. Chadwick through multiple 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.