

Gujral Manoj
Form 4
February 01, 2011

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 *
Gujral Manoj

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)
01/30/2011

____ Director
 Officer (give title below) _____ Other (specify below)
VP & GM, Broadband & Consumer

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

(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

MOUNTAIN VIEW, CA 94043

(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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	01/30/2011		M ⁽¹⁾	V A	Amount 16,500 ⁽¹⁾ Price (1)	D	

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. 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
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	01/30/2011		<u>M</u> ⁽¹⁾	16,500 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	Common Stock	16,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gujral Manoj C/O CAVIUM NETWORKS, INC. 805 E. MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043			VP & GM, Broadband & Consumer	

Signatures

/s/ Manoj Gural 02/01/2011
 **Signature of Date
 Reporting Person

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 July 27, 2010 filed on July 29, 2010, the reporting person received a grant of 66,000 Restricted Stock Units (RSU's") on July 27,2010 pursuant to Cavium Network's 2007 Stock Incentive Plan. 25% of the RSUs will vest annually on each of (1) 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 16,500 shares of Cavium Network's common stock.

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.