

Ali Syed
 Form 4
 February 01, 2012

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 *
 Ali Syed

(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)
 01/30/2012

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)

Pres., CEO, Chairman of board

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 (D) or Price (A)		
Common Stock <u>(1)</u>	01/30/2012		M		15,000 <u>(1)</u>	A	<u>(1)</u> 1,365,162 D
Common Stock <u>(2)</u>	01/30/2012		M		10,500 <u>(2)</u>	A	<u>(2)</u> 1,375,662 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)

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)	01/30/2012		M	15,000 (1)	(1) (1)	Common Stock	15,000
Restricted Stock Units	(2)	01/30/2012		M	10,500 (2)	(2) (2)	Common Stock	10,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ali Syed C/O CAVIUM, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131	X		Pres., CEO, Chairman of board	

Signatures

/s/ Arthur D. Chadwick with Power of Attorney

02/01/2012

__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 60,000 Restricted Stock Units ("RSU's") on January 6, 2010 pursuant to Cavium's 2007 Stock Incentive Plan. 25% of the RSUs will vest annually on each of January 30, 2011,

(1) 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's common stock. On January 30, 2012, the second 25% of these RSU's vested, resulting in the issuance of 15,000 shares of Cavium's common stock.

As reported on Form 4/A filed on March 29, 2011, the reporting person received a grant of 42,000 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, 2012, the first 25% of these RSU's vested, resulting in the issuance of 10,500 shares of Cavium'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.

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