Pangrazio Vincent P Form 4 August 07, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

| 1. Name and Add Pangrazio Vir | | ing Person * | 2. Issuer Name and Ticker or Trading Symbol CAVIUM, INC. [CAVM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|----------------------------------|----------|--------------|--|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| 2315 N. FIRST STREE | | | (Month/Day/Year) 08/06/2012 | Director 10% Owner _X_ Officer (give title Other (specif below) below) SVP & General Counsel | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| SAN JOSE, CA 95131 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | quired, Disposed of, or Beneficially Owned | | | |

| (State) (| Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|---------------------|---|---|---|--|---|--|---|---|
| 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of |
| (Month/Day/Year) | Execution Date, if | Transactio | on(A) or Di | ispose | d of (D) | Securities | Form: Direct | Indirect |
| | any | Code (Instr. 3, 4 and 5) | | | Beneficially | (D) or | Beneficial | |
| | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (4) | | Reported | | |
| | | | | | | Transaction(s) | | |
| | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| | | | | | \$ | | | |
| 08/06/2012 | | S <u>(1)</u> | 2,813 | D | 31.12 (2) | 1,875 | D | |
| | 2. Transaction Date (Month/Day/Year) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V | 2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if any Code (Instr. 3, (Month/Day/Year) (Instr. 8) Code V Amount | 2. Transaction Date 2A. Deemed 3. 4. Securities A (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) | 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 3) (A) or Code V Amount (D) Price \$ 08/06/2012 S(1) 2,813 D 31.12 | 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of | 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership Form: Direct Code (Instr. 3, 4 and 5) Beneficially (D) or (Instr. 4) (Instr. 3) (Instr. 3) |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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) | 4. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed | . | ate | Amou Under Securi | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans |
|---|---|---|--|--|-------------|------------|-------------------------|---|---|---|
| | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | +, and 3) | Date | Expiration | | Amount | | |
| | | | Code V | (A) (D) | Exercisable | Date | Title | Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pangrazio Vincent P 2315 N. FIRST STREET SAN JOSE, CA 95131

SVP & General Counsel

Signatures

/s/ Vincent P. 08/07/2012 Pangrazio

**Signature of Reporting 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).
- (1) The sale was made under a 10b5-1 trading plan adopted by the reporting person on March 14, 2011.
- (2) Shares were sold ranging from \$31.02 per share to \$31.23 per share.

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.

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