Pangrazio Vincent P Form 4 February 01, 2013

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person **Pangrazio Vincent P			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CAVIUM, INC. [CAVM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(
			(Month/Day/Year)	Director 10% Owner			
2315 N. FIRST STREET			01/30/2013	_X_ Officer (give title Other (specify below)			
				SVP & General Counsel			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SAN JOSE, CA	A 95131			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(6)	(71.)					

(City)	(State) (Z	Zip) Tab	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of				
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired (A) or	Securities	Form: Direct	Indirect				

Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		

Code V Amount (D) Price Transaction(s) (Instr. 3 and 4)

Common Stock 01/30/2013 M 3,751 A $\frac{(1)}{(2)}$ 6,625 D

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

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SEC 1474

(9-02)

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock units	(1)	01/30/2013		M	2,813	<u>(1)</u>	<u>(1)</u>	Common Stock	2,813	\$
Restricted stock units	<u>(2)</u>	01/30/2013		M	938	(2)	(2)	Common Stock	938	\$

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. 02/01/2013 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).
- As reported on Form 4 dated March 14, 2011, the reporting person received a grant of 45,000 Restricted Stock Units (RSU's) on March (1) 10, 2011 pursuant to Cavium Network's 2007 Stock Incentive Plan. 1/16th of the RSUs vested on April 30, 2011, and 1/16th will vest on the 30th day of the first month of each of the calendar quarter thereafter.
- As reported on Form 4 dated February 28, 2012, the reporting person received a grant of 15,000 Restricted Stock Units (RSU's) on (2) February 24, 2012 pursuant to Cavium's 2007 Stock Incentive Plan. 1/16th of the RSUs vested on April 30, 2012, and 1/16th will vest on the 30th day of the first month of each of the calendar quarter thereafter.

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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