

CAVIUM, INC.
Form 4
November 03, 2014

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 *
Pangrazio Vincent P

(Last) (First) (Middle)
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)
10/30/2014

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)
SVP, Gen. Counsel & Secretary

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	10/30/2014		M ⁽¹⁾⁽²⁾		3,749	A	⁽¹⁾ ⁽²⁾ 16,024
Common stock	11/03/2014		S ⁽³⁾		3,325	D	\$ ⁽⁴⁾ 51.34 13,511 ⁽⁵⁾

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted stock units	(1)	10/30/2014		M	2,812	(1) (1)	Common stock	2,812
Restricted stock units	(2)	10/30/2014		M	937	(2) (2)	Common stock	937

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pangrazio Vincent P 2315 N. FIRST STREET SAN JOSE, CA 95131			SVP, Gen. Counsel & Secretary	

Signatures

/s/ Vincent P.
Pangrazio

11/03/2014

**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).

(1) 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 10, 2011 pursuant to Cavium's 2007 Equity 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. The vesting of this RSU grant on October 30, 2014 resulted in the issuance of 2,182 shares of Cavium's common stock.

(2) As reported on Form 4 filed on February 28, 2012, the reporting person received a grant of 15,000 Restricted Stock Units (RSU's) on February 24, 2012 pursuant to Cavium's 2007 Equity 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. The vesting of this RSU grant on October 30, 2014 resulted in the issuance of 937 shares of Cavium's common stock.

(3) The sale was made under a 10b5-1 trading plan adopted by the reporting person.

(4) Shares were sold ranging from \$50.42 per share to \$51.69 per share.

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- (5) Include 812 shares of restricted stock units vested on October 31, 2014. As reported on Form 4 dated March 26, 2013, the reporting person received a grant of 13,000 Restricted Stock Units (RSU's) on March 22, 2013 pursuant to Cavium's 2007 Equity Incentive Plan. 1/16th of the RSUs vested on April 30, 2013, and 1/16th will vest on the last day of the first month of each of the calendar quarter thereafter. This RSU grant was reported in Table 1 of Form 4 dated March 26, 2013.

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.