

CAVIUM, INC.
Form 4
February 02, 2015

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 *
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)
01/30/2015

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common stock	01/30/2015		M ⁽¹⁾⁽²⁾		3,751	A	<u>(1)</u> <u>(2)</u> 43,875 <u>(3)</u>	D
Common stock	01/31/2015		A ⁽⁴⁾		4,303	A	<u>(4)</u> 48,178	D
Common stock	02/02/2015		S ⁽⁵⁾		10,000	D	\$ <u>(6)</u> 56.75 38,178	D

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

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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)

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)	01/30/2015		M(1)	2,813	(1) (1)	Common stock	2,813
Restricted stock units	(2)	01/30/2015		M(2)	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, Gen. Counsel & Secretary	

Signatures

/s/ Vincent P.
Pangrazio

02/02/2015

**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 January 30, 2015 resulted in the issuance of 2,183 shares of Cavium's common stock at no cost.

(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 January 30, 2015 resulted to issuance of 938 shares of Cavium's common stock at no cost.

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- (3) Also include common stock underlying restricted stock units previously reported on Table 1 but not yet vested. These unvested shares were not previously reported in column 5 in prior Form 4 filings.

On February 7, 2014, pursuant to Cavium's 2007 Equity Incentive Plan, Cavium's Compensation Committee granted performance RSUs of up to 5,200 shares to the reporting person based on the achievement of a certain milestone. Any performance RSUs earned upon

- (4) achievement of the certain milestone will vest and the underlying common stock will be issued to the reporting person on January 31, 2015. As determined by Cavium's Compensation Committee on January 29, 2015, the performance criteria were met at a level that caused 4,303 shares to vest, and the reporting person received 4,303 shares of Cavium's common stock at no cost.
- (5) The sale was made under a 10b5-1 trading plan adopted by the reporting person.
- (6) Shares were sold ranging from \$55.65 per share to \$57.88 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.

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