CAVIUM, INC. Form 4 June 17, 2016

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1(b).

(City)

1. Name and Address of Reporting Per MEHROTRA SANJAY	2. Issuer Name and Ticker or Trading Symbol CAVIUM, INC. [CAVM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Mid	e) 3. Date of Earliest Transaction	()		
C/O CAVIUM, INC., 2315 N. FIRST STREET	(Month/Day/Year) 06/15/2016	X Director 10% Owner Other (specify below)		
(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 Pe  Form filed by More than One Re Person			

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(111311. 4)	
Common stock	06/15/2016		A(1)	5,208	A	(1)	19,208	D	
Common	06/16/2016		M(2)	50,000	A	\$ 19.01	69,208	D	

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.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Deriv Secur	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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e Securities tr. 8) Acquired (A) or Disposed or (D) (Instr. 3, 4,		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share		
	Stock option right to buy	\$ 19.01	06/16/2016		M(2)		50,000	08/22/2009(3)	07/21/2016	Common stock	50,00		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>rg</b>	Director	10% Owner	Officer	Other			
MEHROTRA SANJAY							
C/O CAVIUM, INC.	X						
2315 N. FIRST STREET	Λ						
SAN JOSE, CA 95131							

## **Signatures**

/s/ Vincent P. Pangrazio with Power of
Attorney

\*\*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).
  - This was an annual Restricted Stock Unit (RSU) grant to the reporting person pursuant to Cavium's 2016 Equity Incentive Plan. This
- (1) RSU grant will vest on April 30, 2017. On the vesting date, for each RSU vesting on such date, the reporting person will receive one share of Cavium's common stock at no cost.
- (2) This was an exercise of stock options which were due to expire on April 21, 2016.
- (3) 1/48th of the shares subject to the option vest on the one month anniversary of the vesting commencement date and 1/48th of the shares subject to the option vest monthly 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.

Reporting Owners 2