

Edgar Filing: CAVIUM NETWORKS, INC. - Form 144

CAVIUM NETWORKS, INC.  
Form 144  
March 06, 2008

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

OMB APPROVAL  
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FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

SEC USE ONLY  
DOCUMENT SEQUENCE NO.

**ATTENTION:** Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

CUSIP NUMBER

I (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.	WORK LOCATION			
CAVIUM NETWORKS, INC.		770558325	333-140660				
1 (d) ADDRESS OF ISSUER	STREET	CITY	STATE	ZIP CODE	(e) TELEPHONE NO.		
					AREA CODE	NUMBER	
805	EAST MIDDLEFIELD ROAD	MOUNTAIN VIEW	CA	94043	650	623-7000	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT		(b) RELATIONSHIP TO ISSUER		(c) ADDRESS STREET	CITY	STATE	ZIP CODE
THE SECURITIES ARE TO BE SOLD GALLEON SPECIAL OPPORTUNITIES MASTER FUND SPC, LTD. - GALLEON CROSSOVER SEGREGATED PORTFOLIO		DIRECTOR		590 MADISON AVE., 34th FL	NY	NY	10022

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold (See instr. 3(c))	Aggregate Market Value (See instr. 3(d))	Number of Shares or Other Units Outstanding (See instr. 3(e))	Approximate Date of Sale (MO. DAY YR.) (See instr. 3(f))	Name of Each Securities Exchange (See instr. 3(g))
COMMON SHARES	Jefferies & Company, Inc. 520 Madison Ave. NY, NY 10022		87,356	\$16.09	39,720,223	March 6, 2008	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice

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- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold
  - (g) Name of each securities exchange, if any, on which the securities are intended to be sold
2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code

**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 control number.**

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**TABLE I — SECURITIES SOLD TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Date You Class Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
COMMON AUGUST SHARES 9, 2006	GALLEON SPECIAL OPPORTUNITIES MASTER FUND SPC, LTD. - GALLEON CROSSOVER SEGREGATED PORTFOLIO PURCHASED COMMON SHARES ON AUGUST 9, 2006 IN A PRIVATE PLACEMENT.	CAVIUM NETWORKS, INC.	287,356	AUGUST 9, 2006	CASH

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
GALLEON SPECIAL OPPOTUNITIES MASTER FUND SPC, LTD. -GALLEON CROSSOVER SEGREGATED PORTFOLIO 590 MADISON AVENUE, 34TH FLOOR NEW YORK, NY 10022	COMMON STOCK	MARCH 5, 2008	200,000	\$3,236,000

**REMARKS:**

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.*

March 6, 2008  
DATE OF NOTICE

/s/ Carolyn Miller  
(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.*

*Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**