

CAVIUM NETWORKS, INC.
Form 4
August 21, 2008

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 *
Pantuso Anthony

2. Issuer Name and Ticker or Trading Symbol
CAVIUM NETWORKS, INC.
[CAVM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O NEOCARTA VENTURES, 2460 SAND HILL ROAD, SUITE 202

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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)
Common Stock	08/20/2008		S ⁽¹⁾	1,375 D	\$ 18.7718 169,222	I	See footnote (3)
Common Stock	08/20/2008		S ⁽⁴⁾	12,375 D	\$ 18.7717 1,523,016	I	See footnote (5)

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

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SEC 1474 (9-02)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pantuso Anthony C/O NEOCARTA VENTURES 2460 SAND HILL ROAD, SUITE 202 MENLO PARK, CA 94025	X			

Signatures

/s/Syed Ali with Power of Attorney 08/21/2008
 **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) The sale was made under a 10b5-1 trading plan adopted by NeoCarta Scout Fund, L.L.C. on July 22, 2008.
- (2) Shares were sold ranging from \$18.6154 per share to \$19.1400 per share.
 The shares are owned by NeoCarta Scout Fund, L.L.C. Anthony Pantuso, one of our directors, is a managing director of NeoCarta Associates, LLC, which is the manager of NeoCarta Associates, LLC. Anthony Pantuso disclaims beneficial ownership of the shares held by the above fund, except to his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (3) The sale was made under a 10b5-1 trading plan adopted by NeoCarta Ventures, L.P. on July 22, 2008.
 The shares are owned by NeoCarta Ventures, L.P. Anthony Pantuso, one of our directors, is a managing director of NeoCarta Associates, LLC, which is the general partner of NeoCarta Ventures, L.P. Anthony Pantuso disclaims beneficial ownership of the shares held by the above fund, except to his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (4) The sale was made under a 10b5-1 trading plan adopted by NeoCarta Ventures, L.P. on July 22, 2008.
 The shares are owned by NeoCarta Ventures, L.P. Anthony Pantuso, one of our directors, is a managing director of NeoCarta Associates, LLC, which is the general partner of NeoCarta Ventures, L.P. Anthony Pantuso disclaims beneficial ownership of the shares held by the above fund, except to his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- (5) The sale was made under a 10b5-1 trading plan adopted by NeoCarta Ventures, L.P. on July 22, 2008.
 The shares are owned by NeoCarta Ventures, L.P. Anthony Pantuso, one of our directors, is a managing director of NeoCarta Associates, LLC, which is the general partner of NeoCarta Ventures, L.P. Anthony Pantuso disclaims beneficial ownership of the shares held by the above fund, except to his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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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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