Pantuso Anthony Form 4 August 28, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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See Instruction

Check this box

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).

1. Name and Address of Reporting Person * Pantuso Anthony

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CAVIUM NETWORKS, INC.

(Check all applicable)

[CAVM]

08/27/2008

(Last) (First) (Middle)

(Street)

(State)

(Zip)

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

X_ Director 10% Owner Officer (give title Other (specify

C/O NEOCARTA VENTURES, 2460 SAND HILL

ROAD, SUITE 202

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MENLO PARK, CA 94025

	1 and 1 and 2 of the securities required, 2 apposed on, or 2 energians, 5 and 1								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported (I) Transaction(s) (Instr (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	08/27/2008		S <u>(1)</u>	1,375	D	\$ 17.598 (2)	167,847	I	See footnote (3)
Common Stock	08/27/2008		S <u>(4)</u>	12,375	D	\$ 17.5951 (5)	1,510,641	I	See footnote (6)

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

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	٥
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/Syed Ali with Power of Attorney 08/28/2008

**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 \$17.3910 per share to \$17.8210 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
- 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.
- (4) The sale was made under a 10b5-1 trading plan adopted by NeoCarta Ventures, L.P. on July 22, 2008.
- (5) Shares were sold ranging from \$17.3800 per share to \$17.8190 per share.
- (6) 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

Reporting Owners 2

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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.

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.