

Ali Syed
Form 4
February 01, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Ali Syed

(Last) (First) (Middle)

C/O CAVIUM, INC., 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)
01/31/2018

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)

Pres., CEO, Chairman of board

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	01/31/2018		A ⁽¹⁾		15,395	A	(1)
Common stock	01/31/2018		A ⁽²⁾		19,047	A	(2)

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

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SEC 1474 (9-02)

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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 Beneficially (Instr. 5)
				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
Ali Syed C/O CAVIUM, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131	X		Pres., CEO, Chairman of board	

Signatures

/s/ Arthur D. Chadwick with Power of Attorney 02/01/2018

__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).

On February 16, 2015, pursuant to Cavium's 2007 Equity Incentive Plan, Cavium's Compensation Committee granted a four-year market-based RSU to the reporting person based on achievement of certain milestones. As determined by Cavium's Compensation Committee, the milestones were met on January 31, 2018 at a level that caused 15,395 shares to be earned, and the reporting person received 11,547 of the shares of Cavium's common stock at no cost on January 31, 2018. The remaining 3,848 shares of Cavium's common stock will be delivered at no cost to the reporting person on January 31, 2019.

On February 10, 2017, pursuant to Cavium's 2016 Equity Incentive Plan, Cavium's Compensation Committee granted a one-year performance based RSU to the reporting person based on achievement of a certain milestone. The performance based RSU earned upon achievement of the certain milestone will vest and the underlying common stock of Cavium will be issued to the reporting person equally on January 31, 2018 and January 31, 2019. As determined by Cavium's Compensation Committee, the performance criteria was met at a level that caused 19,047 shares to be earned, and the reporting person received 9,523 shares of Cavium's common stock at no cost on January 31, 2018. The remaining 9,524 shares of Cavium's common stock will vest and delivered to the reporting person at no cost on January 31, 2019.

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.