

CHADWICK ARTHUR D
Form 4
February 21, 2018

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 *
CHADWICK ARTHUR D

(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)
02/16/2018

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)
VP Finance & Admin CFO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	02/16/2018		M		30,000	A	\$ 37.22
Common stock	02/16/2018		M		30,000	A	\$ 35.73
Common stock	02/16/2018		M		7,404	A	\$ 37.83
Common stock	02/16/2018		S ⁽¹⁾		67,404	D	\$ 87.24 <u>(2)</u>
Common stock	02/20/2018		M		2,596	A	\$ 37.83

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Common stock	02/20/2018	M	22,000	A	\$ 37.63	111,407	D
Common stock	02/20/2018	<u>S</u> ⁽¹⁾	50,798	D	\$ 88.41 <u>(3)</u>	60,609	D

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

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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. Amount or Number of Shares
Stock option right to buy	\$ 37.22	02/16/2018		M	30,000	<u>(4)</u> 03/10/2018	Common Stock	30,000
Stock option right to buy	\$ 35.73	02/16/2018		M	30,000	<u>(4)</u> 02/24/2019	Common stock	30,000
Stock option right to buy	\$ 37.83	02/16/2018		M	7,404	<u>(4)</u> 02/07/2021	Common stock	7,404
Stock option right to buy	\$ 37.83	02/20/2018		M	2,596	<u>(4)</u> 02/07/2021	Common stock	2,596
Stock option right to buy	\$ 37.63	02/20/2018		M	22,000	<u>(4)</u> 03/22/2020	Common stock	22,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHADWICK ARTHUR D C/O CAVIUM, INC. 2315 N. FIRST STREET SAN JOSE, CA 95131			VP Finance & Admin CFO	

Signatures

/s/ Vincent P. Pangrazio with Power of Attorney	02/21/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 as adopted by the reporting person.
 - (2) Shares were sold ranging from \$86.63 per share to \$87.64 per share.
 - (3) Shares were sold ranging from \$86.98 per share to \$88.87 per share.
 - (4) 1/8th of the shares subject to the option vest on the six month anniversary of the vesting commencement date and 1/48th of the shares vest monthly thereafter over the next three and one half years.

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.