

CAVIUM NETWORKS, INC.
Form 4
November 06, 2007

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 *
JARVE JOHN W

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)
3000 SAND HILL RD, BLDG 4
STE 100

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2007

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

(Street)
MENLO PARK, CA 94025

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

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2007		J ⁽¹⁾		4,114,135	D	Ⓣ	4,901,344	I	Held by Menlo Ventures IX, L.P. ⁽²⁾
Common Stock	11/05/2007		J ⁽¹⁾		135,766	D	Ⓣ	161,739	I	Held by Menlo Entrepreneurs Fund IX, L.P. ⁽³⁾
Common Stock	11/05/2007		J ⁽¹⁾		16,456	D	Ⓣ	19,960	I	Held by Menlo

Common Stock	11/05/2007	J ⁽¹⁾	74,054	D	Ⓛ	89,664	I	Entrepreneurs Fund IX (A), L.P. ⁽⁴⁾ Held by MMEF IX, L.P. ⁽⁵⁾
Common Stock	11/05/2007	J ⁽¹⁾	15,565	A	Ⓛ	15,565	I	Held by the Jarve Family Trust dated 4/25/95 ⁽⁶⁾
Common Stock	11/05/2007	J ⁽¹⁾	1,474	A	Ⓛ	1,474	I	Held by Linden Partners II, LP ⁽⁷⁾
Common Stock	11/05/2007	J ⁽¹⁾	8,955	A	Ⓛ	8,955	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
				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
JARVE JOHN W 3000 SAND HILL RD	X	X		

BLDG 4 STE 100
MENLO PARK, CA 94025

Signatures

/s/ John W.
Jarve

11/06/2007

**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) Explanation of Code J: Pro rata in kind distribution without consideration by Menlo Ventures IX, L.P., Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs Fund IX(A), L.P. and MMEF IX, L.P. to all their partners, including MV Management IX, LLC, which in turn distributed pro rata in kind and without consideration all 59,835 shares received to its members, which include to John, W. Jarve, a managing member of MV Management IX, LLC.

(2) These shares are owned directly by Menlo Ventures IX, L.P., whose sole general partner is MV Management IX, L.L.C. ("MVM-IX") of which John W. Jarve is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of 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. John W. Jarve is a director of Issuer.

(3) These shares are owned directly by Menlo Entrepreneurs Fund IX, L.P., whose sole general partner is MVM-IX of which John W. Jarve is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of 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) These shares are owned directly by Menlo Entrepreneurs Fund IX (A), L.P., whose sole general partner is MVM-IX of which John W. Jarve is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of 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) These shares are owned directly by MMEF IX, L.P., whose sole general partner is MVM-IX of which John W. Jarve is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of 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.

(6) These shares are owned by the Jarve Family Trust dated 4/25/95.

(7) These shares are owned by Linden Partners II, LP, whose sole general partner is John W. Jarve.

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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