

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 *
MENLO VENTURES IX LP

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
ROAD, BUILDING 4, SUITE 100

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

___ Director ___X___ 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
X 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2007		J(1)		4,114,135	D	(1)	4,901,344	I	See Footnote (2) (3)
Common Stock	11/05/2007		J(1)		135,766	D	(1)	161,739	I	See Footnote (4) (5)
Common Stock	11/05/2007		J(1)		16,456	D	(1)	19,960	I	See Footnote (6) (7)
Common	11/05/2007		J(1)		74,054	D	(1)	89,664	I	See

Stock

Footnote
(8) (9)

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

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(9-02)

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. 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
MENLO VENTURES IX LP 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025		X		
MV MANAGEMENT IX LLC 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025		X		
MENLO ENTREPRENEURS FUND IX A LP 3000 SAND HILL RD BLDG 4 STE 100 MENLO PARK, CA 94025		X		
MENLO ENTREPRENEURS FUND IX LP 3000 SAND HILL ROAD, BUILDING 4 SUITE 100 MENLO PARK, CA 94025		X		

MMEF IX LP
 300 SAND HILL ROAD, BUILDING 4,
 SUITE 100
 MENLO PARK, CA 94025

X

Signatures

/s/ MV Management IX, L.L.C	11/06/2007
__Signature of Reporting Person	Date
/s/ Menlo Ventures IX, L.P. BY: MV Management IX, L.L.C. Its General Partner	11/06/2007
__Signature of Reporting Person	Date
/s/ Menlo Entrepreneurs Fund IX, L.P. BY: MV Management IX, L.L.C. Its General Partner	11/06/2007
__Signature of Reporting Person	Date
/s/ Menlo Entrepreneurs Fund IX (A), L.P. BY: MV Management IX, L.L.C. Its General Partner	11/06/2007
__Signature of Reporting Person	Date
/s/ MMEF IX (A), L.P. BY: MV Management IX, L.L.C. Its General Partner	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 it received to its members, which include to John W. Jarve, a managing member of MV Management IX, LLC. and a director of the Issuer. Mr. Jarve is reporting on a separate form and is not a part of this joint filing.

(2) These shares are owned directly by Menlo Ventures IX, L.P. ("Menlo IX"), of which MV Management IX, L.L.C. ("MVM-IX") is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are John W. Jarve, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate 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) John W. Jarve is a director of Issuer. Menlo IX, Menlo Entrepreneurs Fund IX, L.P. Menlo Entrepreneurs IX(A), L.P. and MMEF IX L.P. may be deemed to be a member of a Section 13(d) "group." Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs Fund IX(A), L.P. and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo IX.

(4) These shares are owned directly by Menlo Entrepreneurs Fund IX, L.P., of which MVM-IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are John W. Jarve, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate 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) John W. Jarve is a director of Issuer. Menlo IX, Menlo Entrepreneurs Fund IX, L.P. Menlo Entrepreneurs IX(A), L.P. and MMEF IX L.P. may be deemed to be a member of a Section 13(d) "group." Menlo IX, Menlo Entrepreneurs Fund IX(A), L.P. and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo Entrepreneurs Fund IX, L.P.

(6) These shares are owned directly by Menlo Entrepreneurs Fund IX (A), L.P., of which MVM-IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are John W. Jarve, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate 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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- (7) John W. Jarve is a director of Issuer. Menlo IX, Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs IX(A), L.P. and MMEF IX L.P. may be deemed to be a member of a Section 13(d) "group." Menlo Entrepreneurs Fund IX, L.P., Menlo IX and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo Entrepreneurs Fund IX (A), L.P.

- These shares are owned directly by MMEF IX, L.P., of which MVM-IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are John W. Jarve, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate 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.
- (8)

- John W. Jarve is a director of Issuer. Menlo IX, Menlo Entrepreneurs IX, L.P. Menlo Entrepreneurs IX(A), L.P. and MMEF IX L.P. may be deemed to be a member of a Section 13(d) "group." Menlo IX, Menlo Entrepreneurs Fund IX, L.P. and Menlo Entrepreneurs Fund IX(A), L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by MMEF IX, L.P.
- (9)

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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