#### CHADWICK ARTHUR D

Form 4

February 21, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

VP Finance & Admin CFO

CAVIUM, INC. [CAVM]

Director

10% Owner

C/O CAVIUM, INC., 2315 N.

(First)

(Street)

(Middle)

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

02/16/2018

\_X\_\_ Officer (give title Other (specify below)

FIRST STREET

(Last)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95131

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative S	Secur	ities Acqu	iired, Disposed of	, or Beneficial	ly 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)				5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common stock	02/16/2018		M	30,000	A	\$ 37.22	116,811	D	
Common stock	02/16/2018		M	30,000	A	\$ 35.73	146,811	D	
Common stock	02/16/2018		M	7,404	A	\$ 37.83	154,215	D	
Common stock	02/16/2018		S <u>(1)</u>	67,404	D	\$ 87.24 (2)	86,811	D	
Common stock	02/20/2018		M	2,596	A	\$ 37.83	89,407	D	

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

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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	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

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## **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

\*\*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 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.

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