

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-07**
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REPORTING OWNER

JARVE JOHN W

CIK: **1230042**

Type: **4** | Act: **34** | File No.: **001-33435** | Film No.: **071296991**

Mailing Address

3000 SAND HILL RD
BLDG 4 STE 100
MENLO PARK CA 94025

Business Address

4158548540

ISSUER

CAVIUM NETWORKS, INC.

CIK: **1175609** | IRS No.: **770558625**

SIC: **3674** Semiconductors & related devices

Mailing Address

805 EAST MIDDLEFIELD
ROAD
MOUNTAIN VIEW CA 94043

Business Address

805 EAST MIDDLEFIELD
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MOUNTAIN VIEW CA 94043
650-623-7000

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

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

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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2007			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
3000 SAND HILL RD, BLDG 4 STE 100			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) MENLO PARK, CA 94025								
(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	12/07/2007		J	(1)	4,513,654	D	(1)	387,690	I	Held by Menlo Ventures IX, L.P. (2)
Common Stock	12/07/2007		J	(1)	148,950	D	(1)	12,789	I	Held by Menlo Entrepreneurs Fund IX, L.P. (3)
Common Stock	12/07/2007		J	(1)	18,054	D	(1)	1,906	I	Held by Menlo Entrepreneurs Fund IX,(A) L.P. (4)
Common Stock	12/07/2007		J	(1)	81,246	D	(1)	8,418	I	Held by MMEF IX, L.P. (5)
Common Stock	12/07/2007		J	(1)	17,077	A	(1)	32,642	I	Held by the Jarve Family Trust dated 4/25/95 (6)
Common Stock	12/07/2007		J	(1)	1,642	A	(1)	3,116	I	Held by Linden Partners II, LP (7)
Common Stock	12/07/2007		J	(1)	9,972	A	(1)	18,927	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

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 66,626 shares received to its members, which included 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 16 or any other purposes. 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, L.P. whose sole general partner is John W. Jarve.

Signatures

/s/ John W. Jarve

** Signature of Reporting Person

12/10/2007

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.