REDDY C N Form 4 June 12, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REDDY C N

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CAVIUM NETWORKS, INC.

(Check all applicable)

[CAVM]

(Month/Day/Year)

06/10/2009

(Last)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner Other (specify

C/O ALLIANCE

SEMICONDUCTOR CORP., 2900 LAKESIDE DRIVE, SUITE 229

(First)

(Middle)

(Zip)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA CLARA, CA 95054

(City)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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	(D)	Price	(msur s une r)		~
Common Stock	06/10/2009		S	33,821	D	\$ 16.7687 (1)	378,892	I (2)	See footnote
Common Stock	06/11/2009		S	16,179	D	\$ 16.8	362,713	I (2)	See footnote (3)

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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D)	Expiration D (Month/Day/ e	6. Date Exercisable and Expiration Date Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director REDDY C N X

C/O ALLIANCE SEMICONDUCTOR CORP. 2900 LAKESIDE DRIVE, SUITE 229 SANTA CLARA, CA 95054

Signatures

/s/ Vincent P. Pangrazio with Power of 06/12/2009 Attorney

> **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) Shares were sold ranging from \$16.75 per share to \$16.85 per share.
- (2) Both direct and indirect holding. See footnote 3.
 - Of all the shares beneficially owned by Mr. C.N. Reddy, 2,733 shares were owned directly by C.N. Reddy, and the remaining shares are owned indirectly by Mr. C.N. Reddy through multiple partnerships. The reporting person, who is a general partner of Solar Ventures
- (3) Partners LP, Scenic Capital, and Scenic Investments LP, disclaims beneficial ownership of the shares held by the above partnerships, except to 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.

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.

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