

MARVELL TECHNOLOGY GROUP LTD

Form 4

April 24, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sutardja, Sehat

2. Issuer Name **and** Ticker or Trading
Symbol
MARVELL TECHNOLOGY
GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5488 MARVELL LANE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2012

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

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Am Nun Sha
			Code	V	(A)	(D)		
Employee Stock Option (Right to Buy)	\$ 15.2	04/21/2012	A		1,500,000 (1)	(2)	04/21/2022	Common Shares
Restricted stock units (Right to Acquire)	(3)	04/21/2012	A		200,000 (4)	(5)	04/01/2016(5)	Common Shares
Employee Stock Option (Right to Buy)	\$ 15.2	04/21/2012	A		800,000 (6)	(2)	04/21/2022	Common Shares
Restricted stock units (Right to Acquire)	(3)	04/21/2012	A		80,000 (7)	(5)	04/01/2016(5)	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sutardja, Sehat 5488 MARVELL LANE SANTA CLARA, CA 95054	X	X	President and CEO	
Dai, Weili 5488 MARVELL LANE SANTA CLARA, CA 95054		X		

Signatures

/s/ Sehat
Sutardja 04/24/2012
 **Signature of
Reporting Person Date

/s/ Weili Dai
04/24/2012
 **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) Dr. Sehat Sutardja is the husband of Ms. Weili Dai. Dr. Sehat Sutardja holds this option in his own name. Ms. Dai may be deemed to be an indirect beneficial owner of this option.
- (2) Option vests at the rate of 1/4th of the shares annually beginning on the first anniversary of April 1, 2012, the vesting commencement date.
- (3) Each restricted stock unit represents a contingent right to receive one Marvell common share.
- (4) Dr. Sehat Sutardja is the husband of Ms. Dai. Dr. Sehat Sutardja holds this grant of restricted stock units in his own name. Ms. Dai may be deemed to be an indirect beneficial owner of this grant of restricted stock units.
- (5) Restricted stock units vest at the rate of 1/4th of the shares annually beginning on the first anniversary of April 1, 2012, the vesting commencement date.
- (6) Ms. Dai is the wife of Dr. Sehat Sutardja. Ms. Dai holds this option in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owner of this option.
- (7) Ms. Dai is the wife of Dr. Sehat Sutardja. Ms. Dai holds this grant of restricted stock units in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owner of this grant of restricted stock units.

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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