

MARVELL TECHNOLOGY GROUP LTD

Form 4

March 13, 2015

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

OMB APPROVAL

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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 \*  
Wu Zining2. 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)3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2015☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
CTO

SANTA CLARA, CA 95054

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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	(D)	Price

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

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information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**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)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Right to Acquire)	(1)	03/11/2015	A		21,392 (2)		(2)	04/01/2015(2)	Common Shares	21,392	
Performance Award (Right to Acquire)	(3)	03/11/2015	A		32,286 (4)		(4)	04/01/2015(4)	Common Shares	32,286	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wu Zining 5488 MARVELL LANE SANTA CLARA, CA 95054			CTO	

## Signatures

/s/ Zining Wu 03/13/2015

\*\*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) Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.

On March 11, 2015, the Executive Compensation Committee of the Board of Directors of Marvell (the "Compensation Committee") determined that the performance criteria related to 21,392 common shares subject to a performance-based RSU award granted to Mr. Zining Wu on April 29, 2014 were met, and the common shares issuable in respect of these RSUs will vest on April 1, 2015 subject to Mr. Wu's continuous status as a service provider through such date.

(3) Each performance award represents a contingent right to receive one Marvell common share.

On March 11, 2015, the Compensation Committee determined that the performance criteria related to 32,286 common shares subject to a performance award granted to Mr. Wu on April 29, 2014 were met, and the common shares issuable in respect of these performance awards will vest on April 1, 2015 subject to Mr. Wu's continuous status as a service provider through such date.

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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