

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 April 03, 2015

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 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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO

SANTA CLARA, CA 95054
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Shares	04/01/2015		M		169,717	A	(1)	46,885,840 (2)	D
Common Shares	04/01/2015		F(3)		86,106	D	\$ 14.97	46,799,734 (2)	D
Common Shares	04/01/2015		M		59,500	A	(4)	46,859,234 (2)	D
Common Shares	04/01/2015		F(3)		31,048	D	\$ 14.97	46,828,186 (2)	D
Common Shares	04/01/2015		M		50,000	A	(1)	46,878,186 (2)	D

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Common Shares	04/01/2015	F ⁽³⁾	18,790	D	\$ 14.97	46,859,396 ⁽²⁾	D	
Common Shares	04/01/2015	M	95,078	A	Ⓛ	46,954,474 ⁽²⁾	D	
Common Shares	04/01/2015	F ⁽³⁾	42,780	D	\$ 14.97	46,911,694 ⁽²⁾	D	
Common Shares	04/01/2015	M	32,834	A	Ⓛ	46,944,528 ⁽²⁾	D	
Common Shares	04/01/2015	F ⁽³⁾	17,133	D	\$ 14.97	46,927,395 ⁽²⁾	D	
Common Shares	04/01/2015	M	20,000	A	Ⓛ	46,947,395 ⁽²⁾	D	
Common Shares	04/01/2015	F ⁽³⁾	7,487	D	\$ 14.97	46,939,908 ⁽²⁾	D	
Common shares						18,253,334	I	By Sutardja Family Partners ⁽⁵⁾

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. 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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units (Right to Acquire)	Ⓛ	04/01/2015		M	169,717	Ⓛ	04/01/2015	Common Shares	169,717
Performance Award (Right to Acquire)	Ⓛ	04/01/2015		M	59,500	Ⓛ	04/01/2015	Common Shares	59,500

Restricted Stock Units (Right to Acquire)	(1)	04/01/2015	M	50,000	(8)	04/01/2016	Common Shares	50,000
Restricted Stock Units (Right to Acquire)	(1)	04/01/2015	M	95,078	(9)	04/01/2015	Common Shares	95,078
Performance Award (Right to Acquire)	(4)	04/01/2015	M	32,834	(10)	04/01/2015	Common Shares	32,834
Restricted Stock Units (Right to Acquire)	(1)	04/01/2015	M	20,000	(11)	04/01/2016	Common Shares	20,000

Reporting Owners

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

Signatures

/s/ Sehat
Sutardja 04/03/2015
 **Signature of Reporting Person Date

/s/ Weili Dai 04/03/2015
 **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") represented a contingent right to receive one Marvell common share.
- (2) These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. Dr. Sutardja and Ms. Dai are husband and wife.
- (3) Surrender of shares in payment of tax withholding due as a result of the vesting of RSUs or performance award (as applicable).

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- (4) Each performance award represented a contingent right to receive one Marvell common share.
- (5) Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
- (6) 169,717 shares granted pursuant to a performance-based RSU award were vested and released to Dr. Sutardja effective April 1, 2015.
- (7) 59,500 shares granted pursuant to a performance award were vested and released to Dr. Sutardja effective April 1, 2015.
- (8) 50,000 shares granted pursuant to a service-based RSU award were vested and released to Dr. Sutardja effective April 1, 2015. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.
- (9) 95,078 shares granted pursuant to a performance-based RSU award were vested and released to Ms. Dai effective April 1, 2015.
- (10) 32,834 shares granted pursuant to a performance award were vested and released to Ms. Dai effective April 1, 2015.
- (11) 20,000 shares granted pursuant to a service-based RSU award were vested and released to Ms. Dai effective April 1, 2015. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement 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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