

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 March 03, 2011

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)
 03/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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 of 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 Number Shares
Employee Stock Option (Right to Buy)	\$ 14.01	03/01/2011		226,800 <u>(1)</u> <u>(2)</u>	A				<u>(1)</u> <u>(2)</u>	12/28/2017	Common Shares	226,800
Restricted stock units (Right to Acquire)	<u>(3)</u>	03/01/2011		100,000 <u>(4)</u> <u>(5)</u>	A				<u>(5)</u>	04/01/2011 ⁽⁵⁾	Common Shares	100,000

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
03/03/2011
Date
**Signature of Reporting Person

/s/ Weili Dai
03/03/2011
Date
**Signature of Reporting Person

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) On December 28, 2007, Dr. Sehat Sutardja was granted a performance-based stock option award for up to 226,800 common shares, subject to the achievement of certain performance criteria. The performance criteria were met, as determined by the administrator per the terms of Dr. Sutardja's grant, on March 1, 2011, and the options will vest on March 30, 2011 subject to Dr. Sutardja's continuous status as a service provider through such date.

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- (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.

On April 12, 2010, Dr. Sehat Sutardja was granted a performance-based restricted stock unit ("RSU") award for up to 200,000 common shares, subject to the achievement of certain performance criteria. The performance criteria related to 100,000 RSUs were met, as determined by the administrator per the terms of Dr. Sutardja's grant, on March 1, 2011, and the common shares issuable in respect of these RSUs will vest on April 1, 2011 subject to Dr. Sutardja's continuous status as a service provider through such date.

- (5)

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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