

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 August 14, 2007

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 *
 Sehat Sutardja & Weili Dai

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)
 08/10/2007

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | | 20,453,334 | I | By The Sutardja Family Partners (1) |
| Common Stock | 08/10/2007 | | M | 58,334 A | \$ 52,310,650 6.003 (2) | D | |
| Common Stock | 08/10/2007 | | M | 1,416,667 A | \$ 53,727,317 10.91 (2) | D | |

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

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(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 (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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 6.003 | 08/10/2007 | | M | 58,334 | <u>(3)</u> 08/15/2007 | Common Stock | 0 |
| Employee Stock Option (Right to Buy) | \$ <u>10.91</u> ⁽⁴⁾ | 08/10/2007 | | M | 1,416,667 | <u>(4)</u> 08/15/2007 | Common Stock | 0 |

Reporting Owners

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

Signatures

Ms. Weili Dai & Dr. Sehat Sutardja
08/14/2007

__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) Ms. Weili Dai and Dr. Sehat Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.

(2) These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "group" for purposes Section 13(d) of the Securities Exchange Act of 1934, as amended.

(3) Fully vested and exercisable. This option is owned directly by Ms. Weili Dai and indirectly by her spouse, Dr. Sehat Sutardja.

Fully vested and exercisable. Subject to the Reformation Agreement entered into between the Company and Ms. Dai, effective December 26, 2006, the effective date of this grant was changed to January 16, 2004, based upon the Company's internal review of its stock option practices. As a result, the exercise price of the grant was changed to the fair market value of the common stock of the Company on January 16, 2004, or \$10.91. On May 6, 2007, 666,667 unvested options were cancelled as a result of Ms. Dai's termination of service as an executive officer of the Company. This option is owned directly by Ms. Weili Dai and indirectly by her spouse, Dr. Sehat Sutardja.

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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