

MARVELL TECHNOLOGY GROUP LTD  
 Form 4  
 March 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
 700 FIRST AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/02/2005

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

SUNNYVALE, CA 94089

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  | (A) or (D)   | Price   |             |   |                                 |
| Common Stock                    | 03/02/2005                           |  | S                              |   | 300,000   | D  | \$ 37.8484  | 14,340,467  | D |                                 |
| Common Stock                    | 03/02/2005                           |  | S                              |   | 300,000   | D  | \$ 37.8484  | 14,340,467  | I | By Spouse                       |
| Common Stock                    | 03/03/2005                           |  | S                              |   | 40,629  | D  | \$ 37.662   | 10,859,371  | I | By Sutardja Family Partners (1) |
| Common Stock                    |                                      |  |                                |   |   |  |   | 182,224 (2) | D |                                 |

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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 (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) | 8. I. Der. Sec. (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 12.005  |                                      |  |                                |   | (3) 06/06/2012   | Common Stock  | 400,000                    |                            |
| Stock Option (Right to Buy)                | \$ 12.005  |                                      |  |                                |   | (4) 06/06/2012   | Common Stock  | 200,000                    |                            |
| Stock Option (Right to Buy)                | \$ 18.25   |                                      |  |                                |   | (5) 12/26/2013   | Common Stock  | 3,000,000                  |                            |
| Stock Option (Right to Buy)                | \$ 18.25   |                                      |  |                                |   | (6) 12/26/2013   | Common Stock  | 2,000,000                  |                            |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| SUTARDJA SEHAT<br>700 FIRST AVENUE<br>SUNNYVALE, CA 94089 | X             | X         | Chief Executive Officer |       |

## Signatures

Dr. Sehat  
Sutardja

03/02/2005

\_\_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) The Reporting Person is a general partner of The Sutardja Family Partners, a California family limited partnership.
- (2) These shares are held jointly by Reporting Person and his spouse, Ms. Weili Dai.
- (3) The Reporting Person owns directly one Stock Option (Right to Buy) of 400,000 shares which vests as follows: 25% on 06/06/03, and 8,333.32 shares per month from 07/06/03 - 06/06/06. Options become exercisable as they vest.
- (4) The Reporting Person owns indirectly one Stock Option (Right to Buy) of 200,000 shares which vests as follows: 25% on 06/06/03, and 4,166.66 shares per month from 07/06/03 - 06/06/06. Options become exercisable as they vest.
- (5) The Reporting Person owns directly one Stock Option (Right to Buy) of 3,000,000 shares which vests as follows: 25 % on 12/26/04, and 62,500 shares per month from 01/26/05 - 12/26/07. Options become exercisable as they vest.
- (6) The Reporting Person owns indirectly one Stock Option (Right to Buy) of 2,000,000 which vests as follows: 25% on 12/26/04, and 41,666 per month from 01/26/05 - 12/26/07. Options become exercisable as they vest.

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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