

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 April 02, 2012

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)
 5488 MARVELL LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/30/2012

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common shares | 03/30/2012 | | M | V Amount Price 115,880 A \$ 6.0025 | 47,387,568 (1) | D | |
| Common shares | 04/01/2012 | | M | 25,000 A \$ 0 (2) | 47,412,568 (1) | D | |
| Common shares | 04/01/2012 | | M | 7,500 A \$ 0 (2) | 47,420,068 (1) | D | |
| Common shares | | | | | 18,253,334 | I | By Sutardja Family Partners (3) |

Edgar Filing: MARVELL TECHNOLOGY GROUP LTD - Form 4

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

Persons who respond to the collection of 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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 6.0025 | 03/30/2012 | | M | 115,880 | <u>(4)</u> 06/06/2012 | Common Shares | 115,880 | |
| Restricted stock units (Right to Acquire) | <u>(2)</u> | 04/01/2012 | | M | 25,000 | <u>(5)</u> 04/01/2014 | Common Shares | 25,000 | |
| Restricted stock units (Right to Acquire) | <u>(2)</u> | 04/01/2012 | | M | 7,500 | <u>(6)</u> 04/01/2014 | Common Shares | 7,500 | |

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 04/02/2012

__Signature of
Reporting Person

Date

/s/ Weili Dai

04/02/2012

__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) 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.
- (2) Each restricted stock unit represents a contingent right to receive one Marvell common share upon vesting.
- (3) Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
- (4) The option was granted to Dr. Sutardja and was fully vested on June 6, 2006.
25,000 shares granted pursuant to a service-based RSU award for up to 100,000 shares were vested and released to Dr. Sutardja effective
- (5) April 1, 2012. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.
7,500 shares granted pursuant to a service-based RSU award for up to 30,000 shares were vested and released to Ms. Dai effective April
- (6) 1, 2012. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2010, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.