

MARVELL TECHNOLOGY GROUP LTD

Form 4

April 05, 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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2011

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

5488 MARVELL LANE

(Street)

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

SANTA CLARA, CA 95054

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common shares	04/01/2011		M		100,000	A	(1) 47,077,317 (2)
Common shares	04/01/2011		M		6,989	A	(1) 47,084,306 (2)
Common shares	04/01/2011		M		25,000	A	(1) 47,109,306 (2)
Common shares	04/01/2011		M		3,192	A	(1) 47,112,498 (2)
Common shares	04/01/2011		M		7,500	A	(1) 47,119,998 (2)

Common shares 18,253,334 I By Sutardja Family Partners ⁽³⁾

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted stock units (Right to Acquire)	<u>(1)</u>	04/01/2011		M	100,000	<u>(4)</u> 04/01/2012	Common Shares 100,000
Restricted stock units (Right to Acquire)	<u>(1)</u>	04/01/2011		M	6,989	<u>(5)</u> 04/01/2011	Common Shares 6,989
Restricted stock units (Right to Acquire)	<u>(1)</u>	04/01/2011		M	25,000	<u>(6)</u> 04/01/2014	Common Shares 25,000
Restricted stock units (Right to Acquire)	<u>(1)</u>	04/01/2011		M	3,192	<u>(5)</u> 04/01/2011	Common Shares 3,192
Restricted stock units (Right to Acquire)	<u>(1)</u>	04/01/2011		M	7,500	<u>(7)</u> 04/01/2014	Common Shares 7,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

	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 04/05/2011

**Signature of
Reporting Person Date

/s/ Weili Dai 04/05/2011

**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 represented a contingent right to receive one Marvell common share upon vesting.
 - (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.
 - (3) Ms. Weili Dai and Dr. Sehat Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
 - (4) 100,000 shares granted pursuant to a performance-based restricted stock unit ("RSU") award for up to 200,000 common shares were vested and released to Dr. Sehat Sutardja effective April 1, 2011. 100,000 shares subject to this grant remain subject to the attainment of certain performance criteria
 - (5) These restricted stock units vest 100% on the first anniversary of the vesting commencement date, which was April 1, 2010.
 - (6) 25,000 shares granted pursuant to a service-based RSU award for up to 100,000 shares were vested and released to Dr. Sehat Sutardja effective April 1, 2011. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.
 - (7) 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 1, 2011. 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.