

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 January 02, 2008

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 *
 Rashkin Michael

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)
 12/28/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Interim CFO

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 (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 Acquired | 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) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|--------------------------------------|------------------------------|------------------|------------------------|--|------------------|-----------------|------------|----------------------------|--------|
| | | | Code | (A) | (D) | | | | |
| Employee Stock Option (Right to Buy) | \$ 14.01 | 12/28/2007 | A | 20,000 | | <u>(1)</u> | 12/28/2017 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 14.01 | 12/28/2007 | A | 13,179 | | <u>(2)</u> | 12/28/2017 | Common Stock | 13,179 |
| Employee Stock Option (Right to Buy) | \$ 7.6725 | 12/31/2007 | <u>D⁽³⁾</u> | | 1,002 | <u>(4)</u> | 02/28/2012 | Common Stock | 1,002 |
| Employee Stock Option (Right to Buy) | \$ 10.09 | 12/31/2007 | <u>A⁽³⁾</u> | 1,002 | | <u>(4)</u> | 02/28/2012 | Common Stock | 1,002 |
| Employee Stock Option (Right to Buy) | \$ 4.6725 | 12/31/2007 | <u>D⁽³⁾</u> | | 20,000 | <u>(4)</u> | 03/10/2013 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 6.335 | 12/31/2007 | <u>A⁽³⁾</u> | 20,000 | | <u>(4)</u> | 03/10/2013 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 6.185 | 12/31/2007 | <u>D⁽³⁾</u> | | 16,000 | <u>(4)</u> | 05/05/2013 | Common Stock | 16,000 |
| Employee Stock Option (Right to Buy) | \$ 8.905 | 12/31/2007 | <u>A⁽³⁾</u> | 16,000 | | <u>(4)</u> | 05/05/2013 | Common Stock | 16,000 |

| | | | | | | | | |
|--------------------------------------|-----------|------------|------------------|--------|------------|------------|--------------|--------|
| Employee Stock Option (Right to Buy) | \$ 9.475 | 12/31/2007 | D ⁽³⁾ | 20,000 | <u>(5)</u> | 01/02/2014 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 10.4 | 12/31/2007 | A ⁽³⁾ | 20,000 | <u>(5)</u> | 01/02/2014 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 17.73 | 12/31/2007 | D ⁽³⁾ | 16,000 | <u>(6)</u> | 03/18/2015 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 18.85 | 12/31/2007 | A ⁽³⁾ | 16,000 | <u>(6)</u> | 03/18/2015 | Common Stock | 16,000 |
| Employee Stock Option (Right to Buy) | \$ 27.105 | 12/31/2007 | D ⁽³⁾ | 24,000 | <u>(7)</u> | 03/17/2016 | Common Stock | |
| Employee Stock Option (Right to Buy) | \$ 27.49 | 12/31/2007 | A ⁽³⁾ | 24,000 | <u>(7)</u> | 03/17/2016 | Common Stock | 24,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rashkin Michael 5488 MARVELL LANE SANTA CLARA, CA 95054 | | | Interim CFO | |

Signatures

Michael Rashkin
01/02/2008

**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) Option vests 100% on 2/01/2011.

(2) Fully vested and exerciseable.

The reported transaction results from the reformation of an outstanding option, resulting, for Section 16 reporting purposes only, in the deemed cancellation of the old option and the grant of a replacement option. The reformation increased the exercise price of the option deemed, for Section 16 reporting purposes, to have been cancelled and replaced. The other terms of the option, as originally granted remain unchanged.

(4) Immediately exerciseable.

(5) Option vests 100% on 01/02/2008.

(6) Option vests 100% on 2/01/2009.

(7) Option vests 100% on 2/01/2010.

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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