

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 April 24, 2012

FORM 4

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

OMB APPROVAL

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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)
 04/21/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and 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 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 | 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) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Am Num Sha |
|---|------------------------------|------------------|------------|--|------------------|---------------------------|---------------|------------|
| | | | Code | (A) | (D) | | | |
| Employee Stock Option (Right to Buy) | \$ 15.2 | 04/21/2012 | A | 1,500,000 ⁽¹⁾ | | 04/21/2022 | Common Shares | 1,500,000 |
| Restricted stock units (Right to Acquire) | ⁽³⁾ | 04/21/2012 | A | 200,000 ⁽⁴⁾ | | 04/01/2016 ⁽⁵⁾ | Common Shares | 200,000 |
| Employee Stock Option (Right to Buy) | \$ 15.2 | 04/21/2012 | A | 800,000 ⁽⁶⁾ | | 04/21/2022 | Common Shares | 800,000 |
| Restricted stock units (Right to Acquire) | ⁽³⁾ | 04/21/2012 | A | 80,000 ⁽⁷⁾ | | 04/01/2016 ⁽⁵⁾ | Common Shares | 80,000 |

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
04/24/2012
Date

**Signature of Reporting Person

/s/ Weili Dai
04/24/2012
Date

**Signature of Reporting Person

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) Dr. Sehat Sutardja is the husband of Ms. Weili Dai. Dr. Sehat Sutardja holds this option in his own name. Ms. Dai may be deemed to be an indirect beneficial owner of this option.

(2) Option vests at the rate of 1/4th of the shares annually beginning on the first anniversary of April 1, 2012, the vesting commencement date.

(3) Each restricted stock unit represents a contingent right to receive one Marvell common share.

(4) Dr. Sehat Sutardja is the husband of Ms. Dai. Dr. Sehat Sutardja holds this grant of restricted stock units in his own name. Ms. Dai may be deemed to be an indirect beneficial owner of this grant of restricted stock units.

(5) Restricted stock units vest at the rate of 1/4th of the shares annually beginning on the first anniversary of April 1, 2012, the vesting commencement date.

(6) Ms. Dai is the wife of Dr. Sehat Sutardja. Ms. Dai holds this option in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owner of this option.

(7) Ms. Dai is the wife of Dr. Sehat Sutardja. Ms. Dai holds this grant of restricted stock units in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owner of this grant of restricted stock units.

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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