

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person \*

Micallef Andrew

(Last) (First) (Middle)

5488 MARVELL LANE

(Street)

SANTA CLARA CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MARVELL TECHNOLOGY GROUP LTD

[ MRVL ]

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

06/15/2017

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner

X Officer (give title below) Other (specify below)

COO

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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 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 Shares                   | 06/15/2017                           |  | M                              |   | 8,090   | A          | \$0.00  | 8,090   | D  |   |
| Common Shares                   | 06/15/2017                           |  | F <sup>(1)</sup>               |   | 3,041   | D          | \$17.41 | 5,049   | D  |   |
| Common Shares                   | 06/15/2017                           |  | M                              |   | 11,558  | A          | \$0.00  | 16,607  | D  |   |
| Common Shares                   | 06/15/2017                           |  | F <sup>(1)</sup>               |   | 4,344   | D          | \$17.41 | 12,263  | D  |   |

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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units (Right to Buy)      | (2)  | 06/15/2017                           |  | M                              |   |  | 8,090  | (3)  | 08/11/2026      | Common Shares   | 8,090                      | \$0.00                                     | 16,428   | D   |  |
| Restricted Stock Units (Right to Buy)      | (2)  | 06/15/2017                           |  | M                              |   |  | 11,558 | (3)  | 08/11/2026      | Common Shares   | 11,558                     | \$0.00                                     | 23,468   | D   |  |

Explanation of Responses:

1. Surrender of shares in payment of tax withholding due as a result of the vesting of RSUs.
2. Each restricted stock unit ("RSU") represented a contingent right to receive one Marvell common share.
3. The RSUs vest as to 33% on June 15, 2017, 33% on June 15, 2018 and 34% on June 15, 2019.

Remarks:

Andrew Micallef by Mary Ahern as attorney-in-fact

06/19/2017

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.