SEC Form 4

**FORM 4**

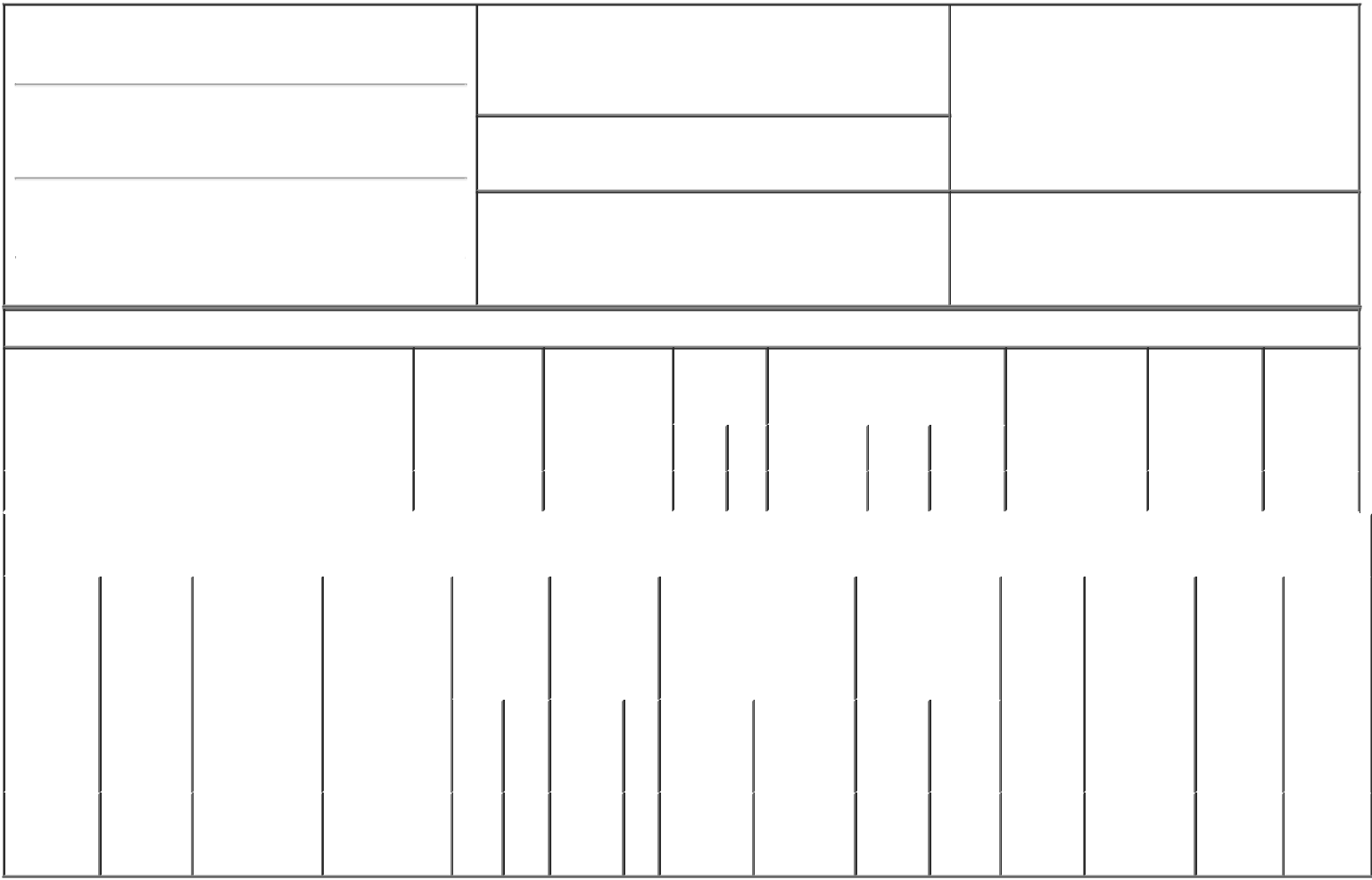
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Wu Zining](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001597304)

(Last) (First) (Middle)

5488 MARVELL LANE

2. Issuer Name **and** Ticker or Trading Symbol

[MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) [ MRVL ]

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

03/16/2016

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

|  |  |  |  |
| --- | --- | --- | --- |
|  | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |
|  |  | CTO |  |

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | SANTA CLARA CA | | 95054 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year) 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** | | **2A. Deemed** |  | **3.** | | **4. Securities Acquired (A) or** | | | | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | **Securities** |  | **Form: Direct** | | **Indirect** | |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** |  |  | **Code (Instr.** |  |  |  |  | **Beneficially** |  | **(D) or Indirect** | | **Beneficial** | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |
|  | Common Shares | |  |  |  |  |  |  |  |  |  |  |  | 93,793(1) | |  | D |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  | | |  | |  |  |  | |  |  | |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | | **6. Date Exercisable and** | | | **7. Title and Amount** | | | **8. Price of** | **9. Number of** | | **10.** | **11. Nature** | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** |  | **Expiration Date** | | | **of Securities** | | | **Derivative** | **derivative** | | **Ownership of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** |  | **(Month/Day/Year)** | | | **Underlying** |  |  | **Security** | **Securities** | | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A)** | |  |  |  | **Derivative Security** | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | **Ownership** | |  |
|  |  | **Derivative** |  |  |  | **or Disposed** | |  |  |  | **(Instr. 3 and 4)** | | |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | |  |
|  |  | **Security** |  |  |  | **of (D) (Instr. 3,** | |  |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | | |  |
|  |  |  |  |  |  | **4 and 5)** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Performance |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Award | (2) | 03/16/2016 |  | A | 33,616(3) |  | (3) | | 04/01/2016(3) | Common | 33,616 |  | $0.00 | 33,616 | | D |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |

Acquire)

**Explanation of Responses:**

1. Includes 1,641 shares acquired under the Marvell 2000 Employee Stock Purchase Plan on June 5, 2015, in an exempt transaction under Rule 16b-3(c) of the Securities Exchange Act of 1934.
2. Each performance award represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share.
3. On March 16, 2016, the Executive Compensation Committee of the Board of Directors of Marvell (the "Compensation Committee") determined that the performance criteria related to 33,616 common shares subject to a performance award granted to Dr. Zining Wu on April 30, 2015 were met, and the common shares issuable in respect of these performance awards will vest on April 1, 2016 subject to Dr. Wu's continuous status as a service provider through such date.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Zining Wu |  | 03/18/2016 | |
|  |  |  |  |
| \*\* 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.**