SEC Form 4

**FORM 4**

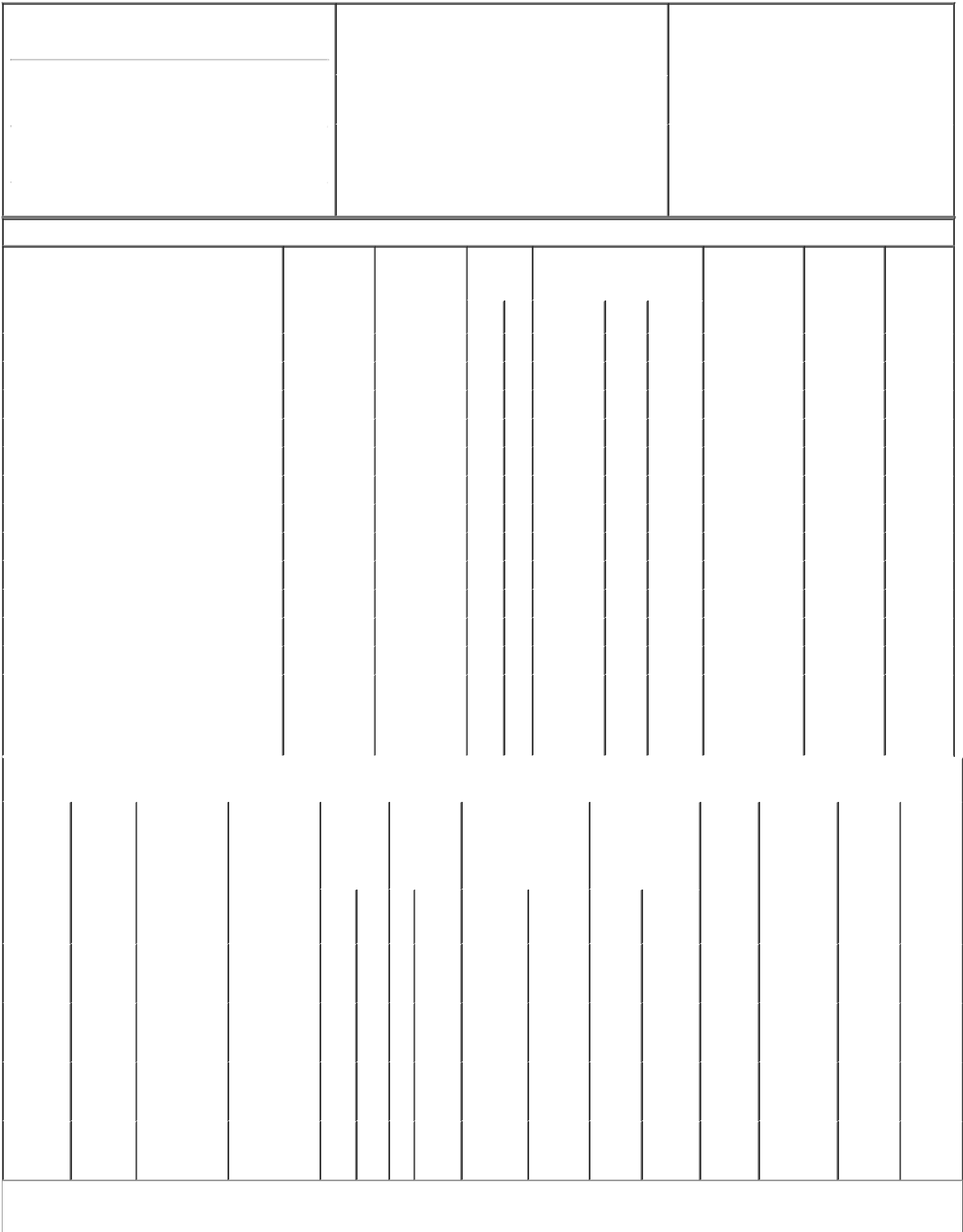
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\*

[Sutardja, Sehat](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134141)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 5488 MARVELL LANE | |  |
|  |  |  |  |
| (Street) | |  |  |
|  | SANTA CLARA CA | | 95054 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 2. Issuer Name **and** Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | | | |  |
|  | [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) [ | | (Check all applicable) | |  |  |  |
|  | [MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) |  | X | Director | X | 10% Owner |  |
|  |  |  |  |  |  |
|  |  |  | X | Officer (give title |  | Other (specify |  |
|  |  |  | below) |  | below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |  |  |
|  |  | CEO |  |  |  |
| 04/01/2015 | |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  | | | |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable | | | |  |

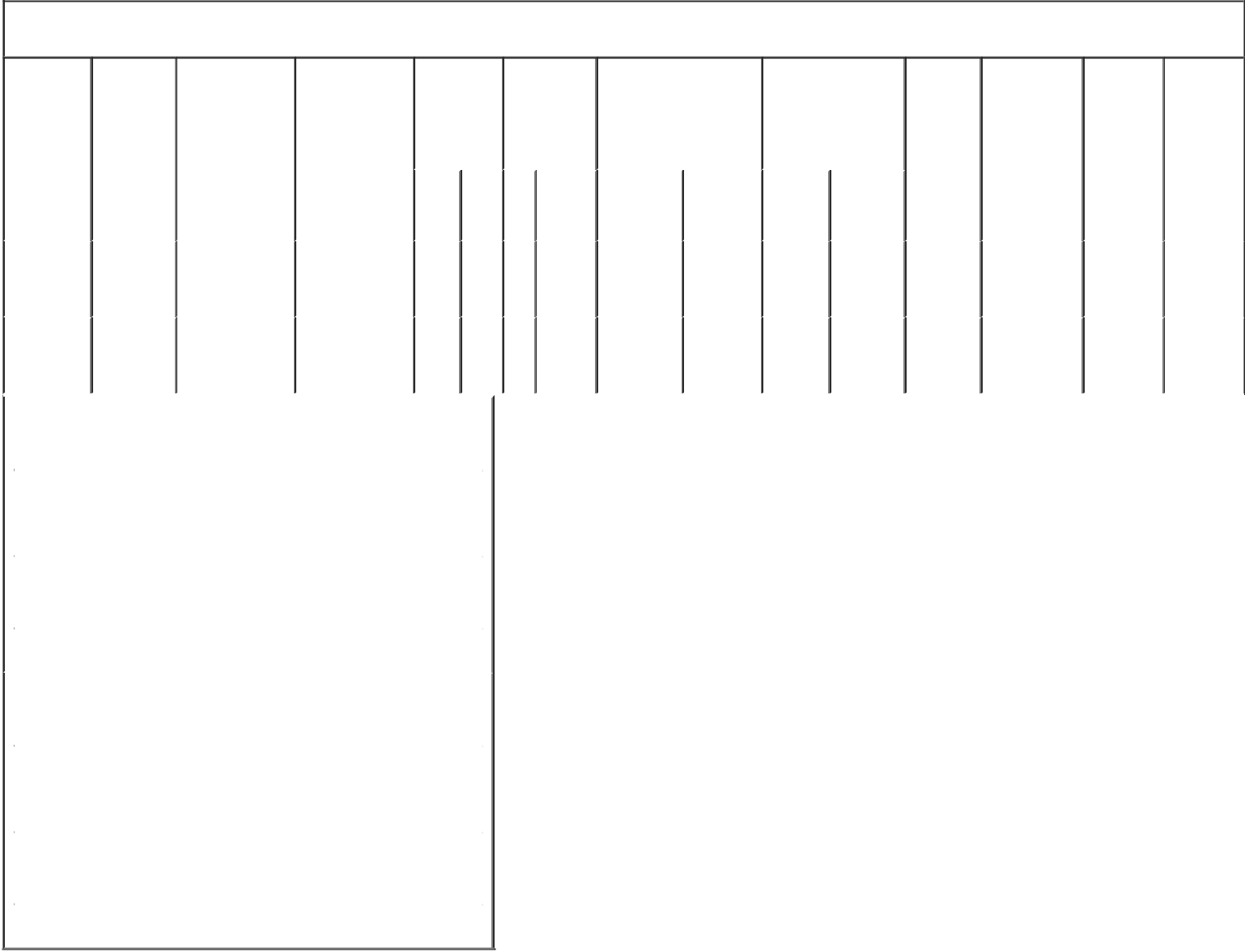
Line)

|  |  |  |
| --- | --- | --- |
|  | Form filed by One Reporting Person |  |
| X | 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 | |  | 04/01/2015 | |  | M | 169,717 | A | (1) |  | 46,885,840(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | F(3) | 86,106 | D | $14.97 |  | 46,799,734(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | M | 59,500 | A | (4) |  | 46,859,234(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | F(3) | 31,048 | D | $14.97 |  | 46,828,186(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | M | 50,000 | A | (1) |  | 46,878,186(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | F(3) | 18,790 | D | $14.97 |  | 46,859,396(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | M | 95,078 | A | (1) |  | 46,954,474(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | F(3) | 42,780 | D | $14.97 |  | 46,911,694(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | M | 32,834 | A | (4) |  | 46,944,528(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | F(3) | 17,133 | D | $14.97 |  | 46,927,395(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | M | 20,000 | A | (1) |  | 46,947,395(2) | |  | D |  |  |  |  |  |
|  | Common Shares | |  | 04/01/2015 | |  | F(3) | 7,487 | D | $14.97 |  | 46,939,908(2) | |  | D |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | | |  |
|  | Common shares | |  |  |  |  |  |  |  |  |  | 18,253,334 | |  | I | Sutardja | | | |  |
|  |  |  |  |  |  |  |  |  |  |  | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Partners(5) | | | |  |
|  |  |  |  | **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.** |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | |  |  |  |  |
|  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** | |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **of Shares** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock Units | (1) | 04/01/2015 |  | M | 169,717 | (6) | 04/01/2015 | Common | 169,717 |  | $0.00 | 0 |  | D |  |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |
|  | Acquire) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Performance |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Award | (4) | 04/01/2015 |  | M | 59,500 | (7) | 04/01/2015 | Common | 59,500 |  | $0.00 | 0 |  | D |  |  |  |  |  |
|  | (Right to |  | Shares |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Acquire) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock Units | (1) | 04/01/2015 |  | M | 50,000 | (8) | 04/01/2016 | Common | 50,000 |  | $0.00 | 50,000 | | D |  |  |  |  |  |
|  | (Right to |  | Shares |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Acquire) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock Units | (1) | 04/01/2015 |  | M | 95,078 | (9) | 04/01/2015 | Common | 95,078 |  | $0.00 | 0 |  | D |  |  |  |  |  |
|  | (Right to |  | Shares |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Acquire)

**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.** |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | | **(A) (D)** | **Exercisable** | **Date** | **Title** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Performance | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Award | | | (4) | |  | 04/01/2015 |  | M | | 32,834 | (10) | 04/01/2015 | Common | 32,834 | $0.00 | 0 | D |  |  |
|  | (Right to | | |  |  | Shares |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Acquire) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock Units | | | (1) | |  | 04/01/2015 |  | M | | 20,000 | (11) | 04/01/2016 | Common | 20,000 | $0.00 | 20,000 | D |  |  |
|  | (Right to | | |  |  | Shares |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Acquire) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Sutardja, Sehat](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134141) | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | |  |  |  | (First) | (Middle) |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 5488 MARVELL LANE | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | SANTA CLARA | | | | | CA | 95054 |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) | |  |  |  | (State) | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Dai, Weili](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134140) | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | |  |  |  | (First) | (Middle) |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 5488 MARVELL LANE | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | SANTA CLARA | | | | | CA | 95054 |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) | |  |  |  | (State) | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Each restricted stock unit ("RSU") represented a contingent right to receive one Marvell common share.
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. Dr. Sutardja and Ms. Dai are husband and wife.
3. Surrender of shares in payment of tax withholding due as a result of the vesting of RSUs or performance award (as applicable).
4. Each performance award represented a contingent right to receive one Marvell common share.
5. Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
6. 169,717 shares granted pursuant to a performance-based RSU award were vested and released to Dr. Sutardja effective April 1, 2015.
7. 59,500 shares granted pursuant to a performance award were vested and released to Dr. Sutardja effective April 1, 2015.
8. 50,000 shares granted pursuant to a service-based RSU award were vested and released to Dr. Sutardja effective April 1, 2015. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.
9. 95,078 shares granted pursuant to a performance-based RSU award were vested and released to Ms. Dai effective April 1, 2015.
10. 32,834 shares granted pursuant to a performance award were vested and released to Ms. Dai effective April 1, 2015.
11. 20,000 shares granted pursuant to a service-based RSU award were vested and released to Ms. Dai effective April 1, 2015. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.

**Remarks:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| /s/ Sehat Sutardja | |  | 04/03/2015 | |
|  |  |  |  |  |
| /s/ Weili Dai |  |  | 04/03/2015 | |
|  |  | |  |  |
| \*\* 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.**