SEC Form 4

**FORM 4**

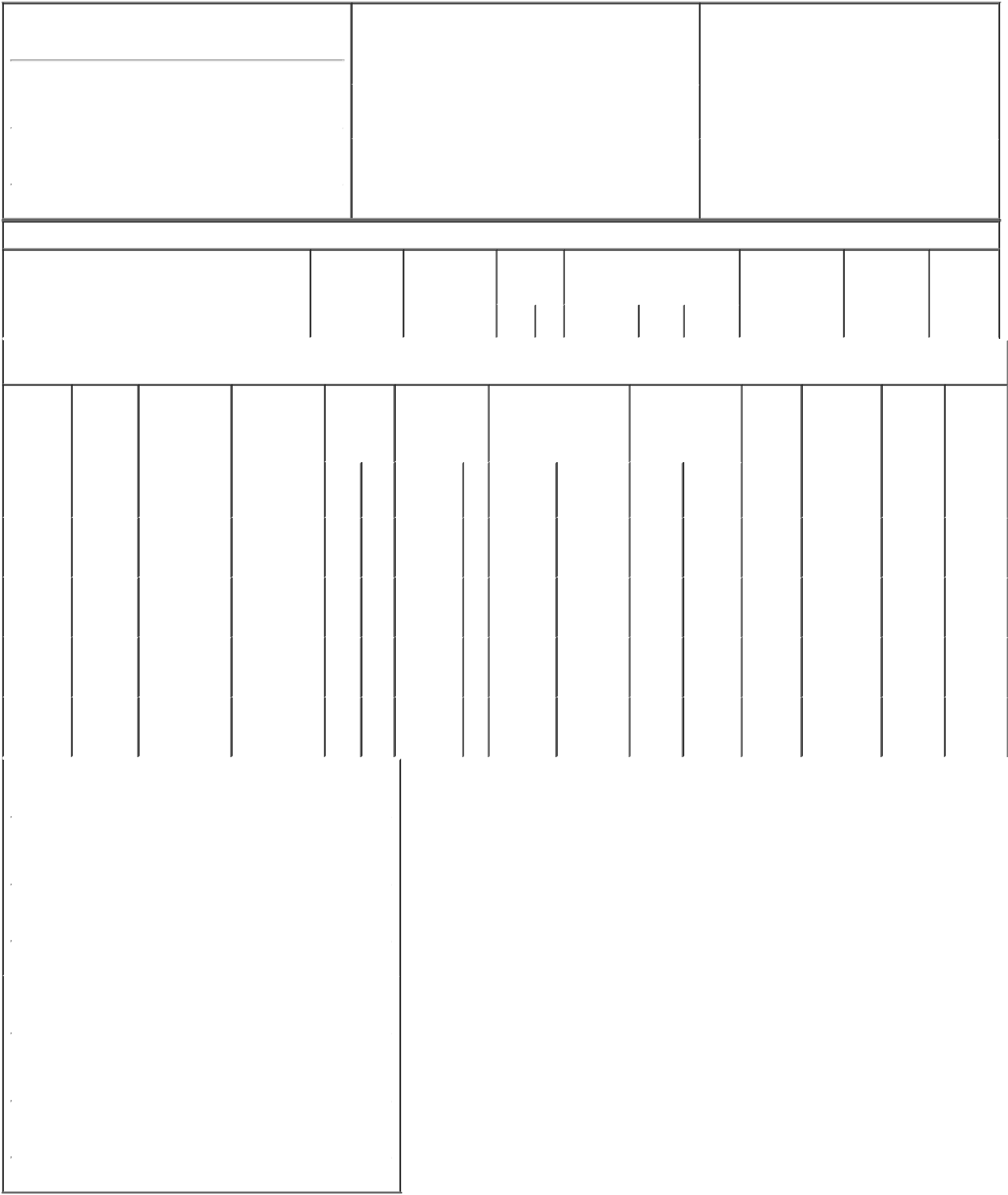
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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) | |  |  |  |
|  |  |  |  |  |  |
|  |  | | X | Director | X | 10% Owner |  |
|  | [MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) |  |  |
|  |  |  |  |  |  |
|  |  |  | X | Officer (give title |  | Other (specify |  |
|  |  |  | below) |  | below) |  |
|  |  |  |  |  |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |  | CEO |  |  |
| 03/11/2015 | |  |  |  |  |  |  |
|  |  |  |  | | | |  |
|  | 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 Owned** | **(D) or Indirect** | **Beneficial** |  |  |
|  |  |  | **(Month/Day/Year)** | **8)** |  |  |  | **Following Reported** | **(I) (Instr. 4)** | **Ownership** |  |  |
|  |  |  |  |  |  |  |  | **Transaction(s)** |  | **(Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | **(Instr. 3 and 4)** |  |  |  |  |
|  |  |  |  | **(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) or** | | | |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  |  |  |  | **Derivative** | | |  |  |  | **Disposed of (D)** | | | |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  |  |  |  | **Security** | | |  |  |  | **(Instr. 3, 4 and 5)** | | | |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | **(A)** | | | **(D)** | **Exercisable** | **Date** | **Title** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock Units | | | (1) | |  | 03/11/2015 |  | A | 169,717(2)(3) | | |  | (2) | 04/01/2015(2) | Common | 169,717 | $0.00 | 169,717(3) | D |  |  |
|  | (Right to | | |  |  |  |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |
|  | Acquire) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Performance | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Award | | | (4) | |  | 03/11/2015 |  | A | 59,500(3)(5) | | |  | (5) | 04/01/2015(5) | Common | 59,500 | $0.00 | 59,500(3) | D |  |  |
|  | (Right to | | |  |  |  | Shares |  |  |
|  | Acquire) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock Units | | | (1) | |  | 03/11/2015 |  | A | 95,078(6)(7) | | |  | (6) | 04/01/2015(6) | Common | 95,078 | $0.00 | 95,078(7) | D |  |  |
|  | (Right to | | |  |  |  | Shares |  |  |
|  | Acquire) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Performance | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Award | | | (4) | |  | 03/11/2015 |  | A | 32,834(7)(8) | | |  | (8) | 04/01/2015(8) | Common | 32,834 | $0.00 | 32,834(7) | 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") represents a contingent right to receive one Marvell common share.
2. On March 11, 2015, the Executive Compensation Committee of the Board of Directors of Marvell (the "Compensation Committee") determined that the performance criteria related to 169,717 common shares subject to a performance-based RSU award granted to Dr. Sehat Sutjarda on April 29, 2014 were met, and the common shares issuable in respect of these RSUs will vest on April 1, 2015 subject to Dr. Sutardja's continuous status as a service provider through such date.
3. Dr. Sehat Sutardja is the husband of Ms. Weili Dai. Dr. Sehat Sutardja holds this security in his own name. Ms. Dai may be deemed to be an indirect beneficial owner of this security.

1. Each performance award represents a contingent right to receive one Marvell common share.
2. On March 11, 2015, the Compensation Committee determined that the performance criteria related to 59,500 common shares subject to a performance award granted to Dr. Sutjarda on April 29, 2014 were met, and the common shares issuable in respect of these performance awards will vest on April 1, 2015 subject to Dr. Sutardja's continuous status as a service provider through such date.
3. On March 11, 2015, the Compensation Committee determined that the performance criteria related to 95,078 common shares subject to a performance-based RSU award granted to Ms. Dai on April 29, 2014 were met, and the common shares issuable in respect of these RSUs will vest on April 1, 2015 subject to Ms. Dai's continuous status as a service provider through such date.
4. Ms. Dai is the wife of Dr. Sutardja. Ms. Dai holds this security in her own name. Dr. Sutardja may be deemed to be an indirect beneficial owner of this security.
5. On March 11, 2015, the Compensation Committee determined that the performance criteria related to 32,834 common shares subject to a performance award granted to Ms. Dai on April 29, 2014 were met, and the common shares issuable in respect of these performance awards will vest on April 1, 2015 subject to Ms. Dai's continuous status as a service provider through such date.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Sehat Sutardja | | | 03/13/2015 |
| /s/ Weili Dai |  |  | 03/13/2015 |
| \*\* 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.**