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\*

[CHANG KUO WEI HERBERT](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001192171)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | C/O 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 | 10% Owner |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  | Officer (give title | Other (specify |  |
| 3. | | Date of Earliest Transaction (Month/Day/Year) | |  |  | below) | below) |  |
|  |  |  |  |  |
| 03/28/2011 | | |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  |
| 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** | | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | |  | **Securities** | | **Form: Direct** | | **of 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 Stock | |  | 03/28/2011 | |  |  |  | M | 12,000 | A | $5.145 | | 12,000 | | |  | D |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |
|  | Common Stock | |  | 03/28/2011 | |  |  |  | S | 12,000 | D | $16.09(1) | | |  | 0 |  | D |  |  |  |  |
|  | Common Stock | |  | 03/29/2011 | |  |  |  | M | 12,000 | A | $5.145 | | 12,000 | | |  | D |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |
|  | Common Stock | |  | 03/29/2011 | |  |  |  | S | 12,000 | D | $16.12(1) | | |  | 0 |  | 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** | **6. Date Exercisable and** | | | **7. Title and Amount** | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **of** | **Expiration Date** | | | **of Securities** | | | **Derivative** | | **derivative** |  | **Ownership** | **of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Derivative** | **(Month/Day/Year)** | | | **Underlying** |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** |  |  |  | **Derivative Security** | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  |  | **Acquired** |  |  |  | **(Instr. 3 and 4)** | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  | **Security** |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **of** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** |  | **(A) (D)** | **Exercisable** | | **Date** | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  | (2) | |  | Common | 12,000 |  |  |  |  |  |  |  |  |  |  |
|  | Option | $5.145 | 03/28/2011 |  | M |  | 12,000 | 06/21/2011 |  | $0 | | 12,000 |  | D |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  | (2) | |  | Common | 12,000 |  |  |  |  |  |  |  |  |  |  |
|  | Option | $5.145 | 03/29/2011 |  | M |  | 12,000 | 06/21/2011 |  | $0 | | 0 |  | D |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. Represents a weighted average price. The shares sold on March 28, 2011 were sold in multiple transactions at prices ranging from $16.00 to $16.20, inclusive. The shares sold on March 29, 2011 were sold in multiple transactions at prices ranging from $16.04 to $16.20, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of Marvell, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 1 to this Form 4.
2. Option was fully vested as of June 21, 2006.

|  |  |  |
| --- | --- | --- |
| /s/ Kuo Wei (Herbert) Chang | | 03/30/2011 |
| \*\* 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.**