**FORM 5**

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



**X** Form 3 Holdings ReportedForm 4 Transactions Reported

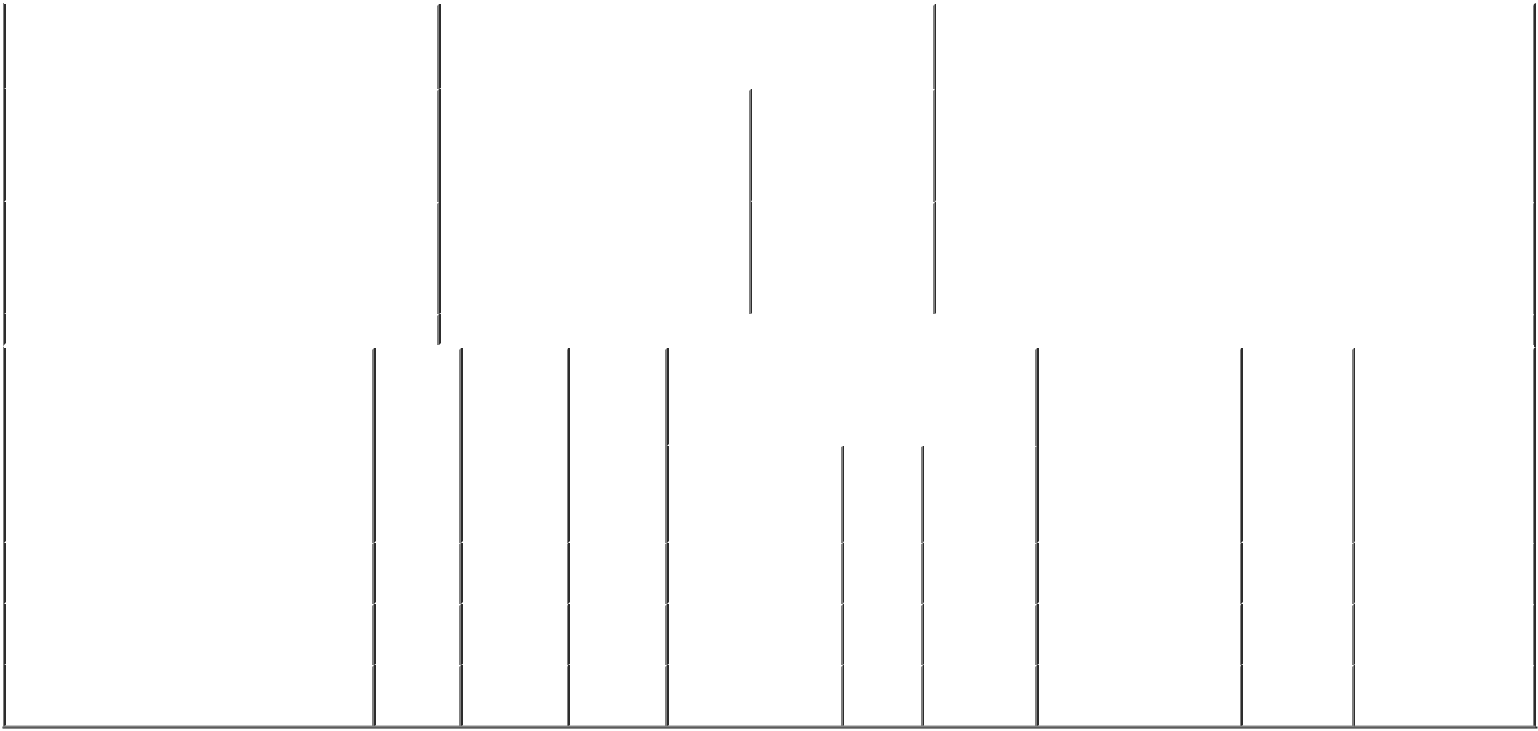


UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940



OMB APPROVAL

OMB Number: 3235-0362

Expires: January 31, 2005 Estimated average burden hours per response. . .0.5



Filed By

Romeo and Dye's

Section 16 Filer

www.section16.net



|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | 2. Issuer Name **and** Ticker or Trading Symbol | 6. Relationship of Reporting Person(s) | | | |  |
|  |  | **Marvell Technology Group Ltd. (MRVL)** | to Issuer (Check all applicable) | |  |  |  |
|  | **Alba Manuel** |  | **X** Director | |  | 10% Owner | |
|  |  |  |  |  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) | 3. | I.R.S. Identification Number | | | | |  | 4. Statement for | |  | Officer (give title below) | |  |  | Other (specify below) | | | | | |  |
|  |  |  |  | of Reporting Person, | | | | |  |  | Month/Year |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **700 First Avenue** |  |  | if an entity (voluntary) | | | | |  |  | **February 1, 2003** | |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  | | |  |  | | |  |  |  |  |
|  |  | (Street) |  |  |  |  |  |  |  |  | 5. If Amendment, | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | | | |  |  |
|  | **Sunnyvale**, **CA 84089** | |  |  |  |  |  |  |  |  | Date of Original | | **X** Form filed by One Reporting Person | | | | | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | (Month/Year) | |  | Form filed by More than One Reporting Person | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (City) | (State) | (Zip) |  |  | **Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | |  |  |
|  | 1. Title of Security |  | 2. Trans- | | 2A. | 3. Trans- | | | 4. Securities Acquired (A) or Disposed 5. Amount of | | | | | | |  |  |  | 6. Owner- | 7. Nature of | | |  |  |
|  | (Instr. 3) |  | action |  | Deemed | action | | | of (D) | | |  |  |  | Securities |  |  |  | ship Form: | Indirect | | | |  |
|  |  |  | Date |  | Execution | Code | | | (Instr. 3, 4 & 5) | | |  |  |  | Beneficially |  |  |  | Direct (D) | Beneficial | | | |  |
|  |  |  | (Month/ |  | Date, | (Instr. 8) | | |  |  |  |  |  |  | Owned at End of |  |  |  | or Indirect | Ownership | | | |  |
|  |  |  |  |  | Amount | | (A) |  | Price |  |  |  |  |
|  |  |  | Day/ |  | if any |  |  |  |  |  | Issuer's |  |  |  | (I) | (Instr. 4) | | | |  |
|  |  |  | Year) |  |  |  |  |  |  |  | or |  |  |  |  |  |  |
|  |  |  |  |  | (Month/Day/ |  |  |  |  |  |  |  |  | Fiscal year |  |  |  | (Instr. 4) |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | (D) |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | Year) |  |  |  |  |  |  |  |  | (Instr. 3 & 4) |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | | |  |  |  | [(1)](#page1) |  |  |  |  |  |  |  |  | **500** | | | **D** |  |  |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | | |  |  |  |  |  |  |  |  |  |  |  | **655,299** | | | | **D** |  |  |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  | |  |
|  | **Common Stock, par value $0.002 per** | | |  |  |  |  |  |  |  |  |  |  |  | **26,960** | | | | **I** | **By Wife** | [(2)](#page1) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

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

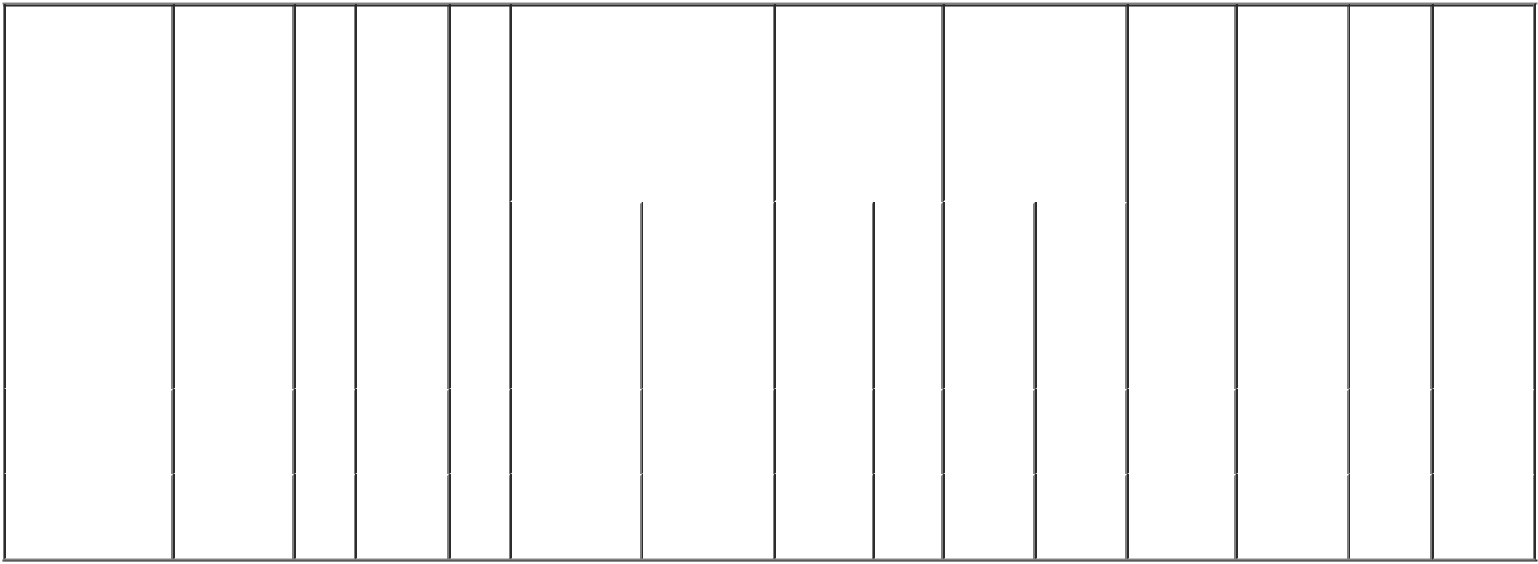
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued)** **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**



|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Title of | 2. Conver- | 3. | 3A. | 4. | 5. Number of Derivative | | 6. Date |  | 7. Title and Amount 8. Price of | |  |
| Derivative | sion or | Trans- Deemed | | Trans- Securities Acquired (A) or | | | Exercisable | | of Underlying | Derivative |  |
| Security | Exercise | action Execution action Disposed of (D) | | | |  | and Expiration | | Securities | Security |  |
|  | Price of | Date | Date, | Code |  |  | Date |  | (Instr. 3 & 4) | (Instr. 5) |  |
| (Instr. 3) | Derivative |  | if any |  | (Instr. 3, 4 & 5) |  | (Month/Day/ |  |  |  |  |
|  | Security | (Month/ (Month/ | | (Instr. |  |  | Year) |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  | Day/ | Day/ | 8) |  |  |  |  |  |  |  |
|  |  | Year) | Year) |  |  |  |  |  |  |  |
|  |  |  |  |  | (A) | (D) | Date | Expira- | Title Amount |  |  |
|  |  |  |  |  |  |  | Exer- | tion | or |  |  |
|  |  |  |  |  |  |  | cisable | Date | Number |  |  |
|  |  |  |  |  |  |  |  |  | of |  |  |
|  |  |  |  |  |  |  |  |  | Shares |  |  |

|  |  |  |
| --- | --- | --- |
| 9. Number | 10. | 11. Nature |
| of | Owner- | of Indirect |
| Derivative | ship | Beneficial |
| Securities | Form | Ownership |
| Beneficially of | | (Instr. 4) |
| Owned | Deriv- |  |
| at End of | ative |  |
| Year | Security: |  |
| (Instr. 4) | Direct |  |
|  | (D) |  |

or

Indirect

(I)

(Instr. 4)

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Employee Stock** | **$31.25** | **Immed.** | [(3)](#page1) |  | [(3)](#page1) | **Common** | **31,234** | **31,234** | **D** |  |
|  |  |  |
| **Option (Right to** |  |  |  |  |  | **Stock** |  |  |  |  |
| **Buy)** |  |  |  |  |  |  |  |  |  |  |
| **Employee Stock** | **$20.03** | **Immed.** | [(4)](#page1) |  | [(4)](#page1) | **Common** | **42,630** | **42,630** | **D** |  |
|  |  |  |
| **Option (Right to** |  |  |  |  |  | **Stock** |  |  |  |  |

**Buy)**

Explanation of Responses:

1. Form 3 Reportable Event: Mr. Alba owned an additiona 500 shares of common stock on January 21, 2001, the day on which he became a director of the Company.
2. Mr. Alba disclaims beneficial ownership in shares held by his wife.
3. Mr. Alba Resigned his employment with the Company on 12/11/02, as a result 15,445 unvested shares in the grant were cancelled. Pursuant to the terms of the relevant stock option plan, all of Mr. Alba's vested options must be exercised within 3 months following his resignation or they will be cnacelled (03/11/03). Mr. Alba continues to remain a member of MTGL's Board of Directors.
4. Mr. Alba Resigned his employment with the Company on 12/11/02, as a result 46,338 unvested shares in the grant were cancelled. Pursuant to the terms of the relevant stock option plan, all of Mr. Alba's vested options must be exercised within 3 months following his resignation or they will be cnacelled (03/11/03). Mr. Alba continues to remain a member of MTGL's Board of Directors.

By: /s/ **Manuel Alba** **March 17, 2003**

Date

\*\*Signature of Reporting Person

\*\*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.

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