**FORM 4**

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

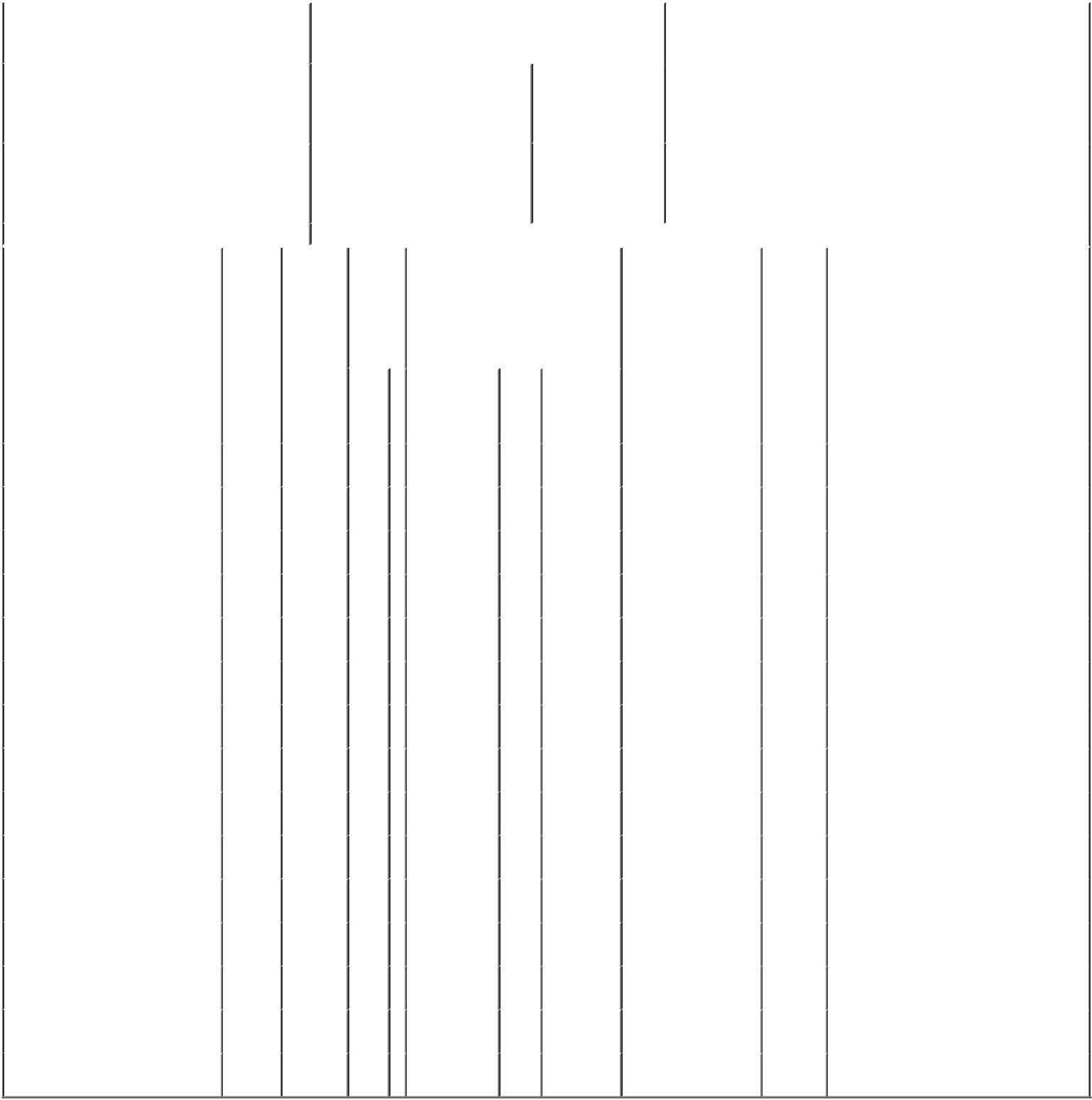


UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**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: 3235-0287

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Section 16 Filer

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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 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) | | |  |  |  |  |
|  | **Chang Kuo Wei (Herbert)** | |  |  |  |  | **X** Director | | |  | 10% Owner | |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |
|  |  |  |  |  |  |  |  | Officer (give title below) |  | Other (specify below) | | |  |
|  | (Last) | (First) | (Middle) | 3. I.R.S. Identification Number | 4. Statement for |  |
|  |  |  |  | of Reporting Person, | Month/Day/Year |  |  |  |  |  |  |  |  |
|  | **700 First Avenue** |  |  | if an entity (voluntary) | **March 24, 2003** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |
|  |  | (Street) |  |  | 5. If Amendment, |  | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | |  |  |
|  | **Sunnyvale**, **CA 94089** | |  |  | Date of Original |  | **X** Form filed by One Reporting Person | | | | | |  |
|  |  |  | (Month/Day/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. | 4. Securities Acquired (A) or |  |
| (Instr. 3) | action | Deemed | Trans- | Disposed of (D) |  |
|  | Date | Execution action | | (Instr. 3, 4 & 5) |  |
|  | (Month/ | Date, | Code |  |  |
|  | Day/ | if any | (Instr. 8) |  |  |
|  | Year) |  |  |
|  |  | (Month/Day/ |  |  |  |
|  |  | Year) |  |  |  |

Code V Amount (A) Price

or

(D)

|  |  |  |
| --- | --- | --- |
| 5. Amount of | 6. | 7. Nature of Indirect |
| Securities | Owner- | Beneficial Ownership |
| Beneficially | ship | (Instr. 4) |
| Owned Follow- | Form: |  |
| ing Reported | Direct |  |
| Transactions(s) | (D) |  |
| (Instr. 3 & 4) | or |  |
|  | Indirect |  |
|  | (I) |  |
|  | (Instr. 4) |  |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Common Stock, par value** |  |  |  |  |  | **225,000** | **I** | **By Investar Dayspring Venture** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Capital, Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** |  |  |  |  |  | **3,203,220** | **I** | **By Investar Semiconductor** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Development Fund, Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **800** | **D** | **$20.00** |  | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **100** | **D** | **$19.80** |  | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **4,200** | **D** | **$20.00** |  | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **2,200** | **D** | **$20.26** |  | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **5,000** | **D** | **$20.00** |  | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **1,925** | **D** | **$19.76** |  | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **75** | **D** | **$19.79** |  | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **2,900** | **D** | **$19.77** |  | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** | **03/24/03** | **S** | **2,800** | **D** | **$20.26** | **702,200** | **I** | **By Investar Burgeon Venture Capital,** |
| **$0.002 per share** |  |  |  |  |  |  |  | **Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** |  |  |  |  |  | **50,796** | **I** | **By Investar Capital, Inc.** |
| **$0.002 per share** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** |  |  |  |  |  | **50,000** | **I** | **By Investar Excelsus Venture Capital** |
| **$0.002 per share** |  |  |  |  |  |  |  | **(Int'l.) Inc.** |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** |  |  |  |  |  | **184,616** | **I** | **By Forefront Venture Partners, L.P.** |
| **$0.002 per share** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| **Common Stock, par value** |  |  |  |  |  | **181,000** | **D** |  |
| **$0.002 per 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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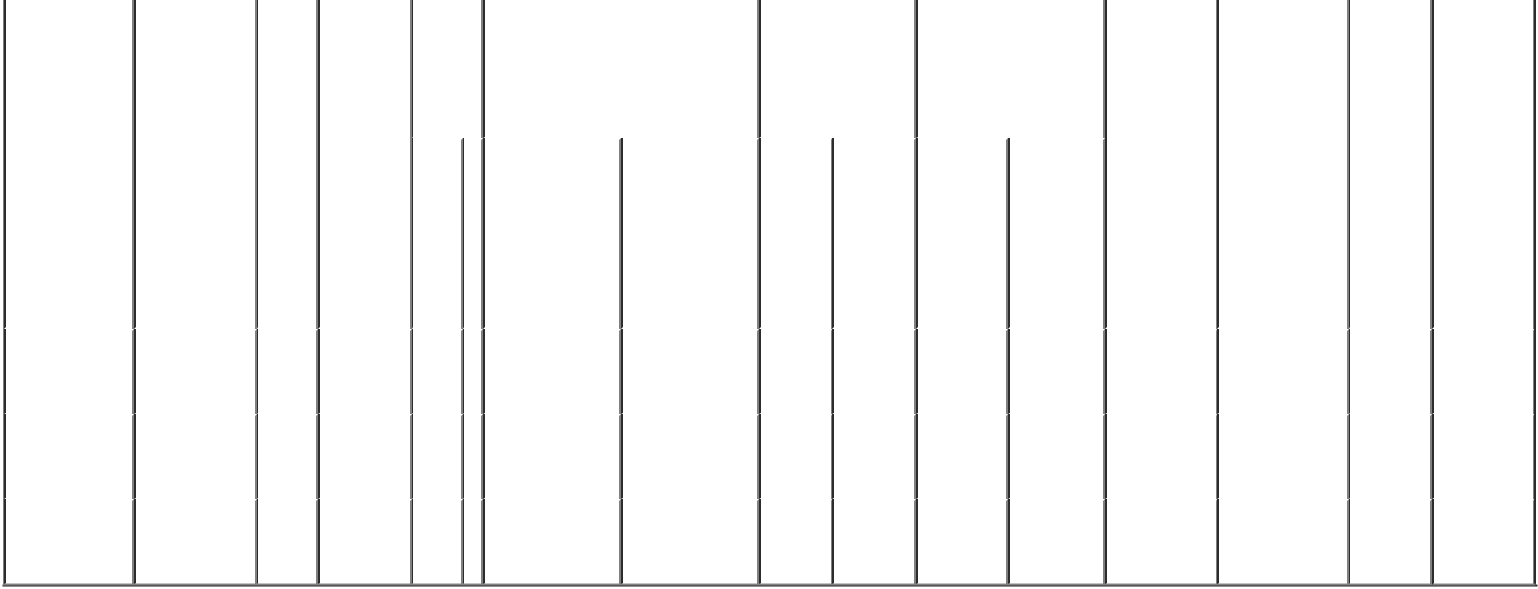
**FORM 4 (continued)** **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(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 | 9. Number of | 10. | 11. Nature |  |
|  | Derivative | sion or | Trans- Deemed | | Trans- Securities Acquired (A) or | | Exercisable | of Underlying | Derivative | Derivative | Owner- | of Indirect | |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Security | Exercise | action Execution action | | | Disposed of (D) |  | and Expiration | | | | Securities |  | Security | Securities | ship | Beneficial |  |
|  | Price of | Date | Date, | Code |  |  | Date | | |  | (Instr. 3 & 4) | | (Instr. 5) | Beneficially | Form | Ownership |  |
| (Instr. 3) | Derivative |  | if any |  | (Instr. 3, 4 & 5) |  | (Month/Day/ | | | |  |  |  | Owned | of | (Instr. 4) |  |
|  | Security | (Month/ (Month/ | | (Instr. |  |  | Year) | | |  |  |  |  | Following | Deriv- |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | Day/ | Day/ | 8) |  |  |  |  |  |  |  |  |  | Reported | ative |  |  |
|  |  | Year) | Year) |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | Code V | (A) | (D) | Date | | | Expira- | Title | Amount |  | Transaction(s) Security: | |  |  |
|  |  |  |  |  |  |  | Exer- | | | tion |  | or |  | (Instr. 4) | Direct |  |  |
|  |  |  |  |  |  |  | cisable | | | Date |  | Number |  |  | (D) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | of |  |  | or |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Shares |  |  | Indirect |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (I) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (Instr. 4) |  |  |
| **Stock Option** | **$15.00** |  |  |  |  |  |  | [(1)](#page2) |  | **06/26/10 Common** | | **30,000** |  | **30,000** | **D** |  |  |
| **(Right to** |  |  |  |  |  |  |  |  |  |  | **Stock** |  |  |  |  |  |  |
| **Buy)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Stock Option** | **$20.58** |  |  |  |  |  |  | [(2)](#page2) |  | **06/26/11 Common** | | **6,000** |  | **6,000** | **D** |  |  |
| **(Right to** |  |  |  |  |  |  |  |  |  |  | **Stock** |  |  |  |  |  |  |
| **Buy)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Stock Option** | **$21.59** |  |  |  |  |  |  | [(3)](#page2) |  | **06/21/12 Common** | | **6,000** |  | **6,000** | **D** |  |  |
| **(Right to** |  |  |  |  |  |  |  |  |  |  | **Stock** |  |  |  |  |  |  |
| **Buy)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



Explanation of Responses:

1. Of such 30,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 20% on 06/26/01 and 500 shares per month from 07/26/01 through 06/26/05. Reflects non-discretionary grants under 1997 Directors Plan.
2. Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/05 through 06/21/06. Reflects non-dsicretionary grants under 1997 Directors Plan.
3. Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercis ed, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/06 through 06/21/07. Reflects non-discretionary grants under 1997 Directors Plan.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| By: /s/ **Kuo Wei (Herbert) Chang** | | | **March 26, 2003** | |  |
|  |  |  |  |  |  |
| \*\*Signature of Reporting Person | | | Date | |  |
|  |  |  |
| \*\*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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