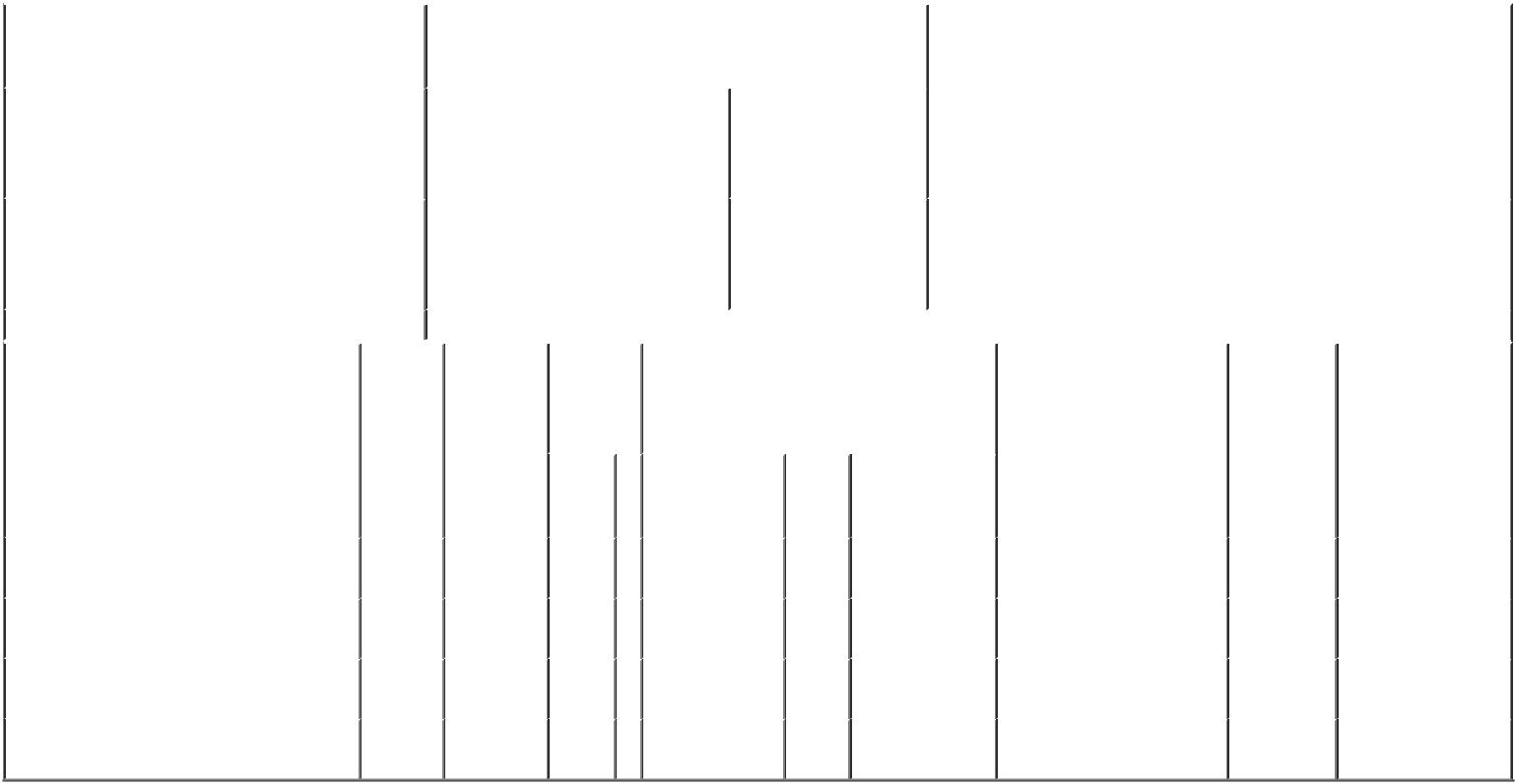
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| --- | --- | --- | --- |
| **FORM 4** | UNITED STATES SECURITIES AND EXCHANGE COMMISSION | OMB APPROVAL |  |
| Washington, D.C. 20549 |  |
|  |  |  |

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



**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 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5



Filed By Romeo & Dye's Instant Form 4 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/Day/Year |  |  |  |  |  |  |
| **700 First Avenue** | if an entity (voluntary) | **December 30, 2002** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |
| (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. 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 Follow- | or Indirect | | | Ownership | |  |
|  |  | Day/ | if any |  |  |  |  | ing Reported | (I) | | | (Instr. 4) | |  |
|  |  | Code V | Amount | (A) | Price |  |
|  |  | Year) |  |
|  |  |  | (Month/Day/ |  |  | or |  | Transactions(s) | (Instr. 4) | | |  |  |  |
|  |  |  | Year) |  |  | (D) |  | (Instr. 3 & 4) |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **12/30/02** |  | **X** | **6,881** | **A** | **$8.35** |  | **D** | | |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **12/30/02** |  | **S** | **6,881** | **D** | **$19.03** |  | **D** | | |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **12/31/02** |  | **S** | **50,000** | **D** | **$18.763** | **654,799** | **D** | | |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | |  |
|  | **Common Stock, par value $0.002 per** |  |  |  |  |  |  | **26,960** | **I** | [(1)](#page2) |  | **By wife.** |  |  |
|  |  |  |  |  |  |  |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |  |  |

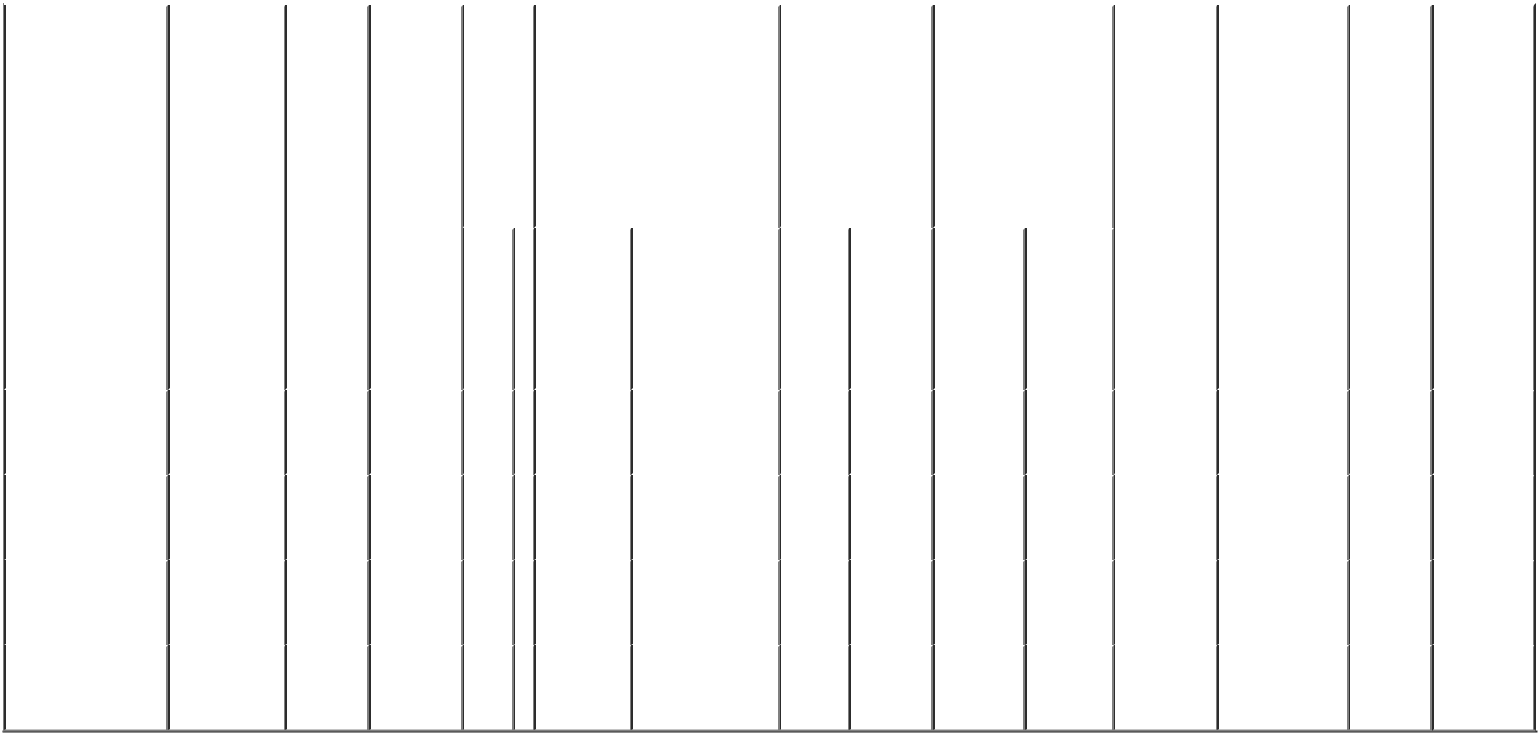
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

**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 control number**



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **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. Trans- | 3A. | 4. |  |  |  | 5. Number of Derivative | | | 6. Date | | |  |  |  | 7. Title and | | 8. Price of | 9. Number of | 10. | 11. Nature |  |  |
|  | Derivative | sion or | action | Deemed | Trans- | | | | Securities Acquired (A) or Exercisable | | | | | | | | | Amount of | | Derivative | Derivative | Owner- | of Indirect | |  |
|  | Security | Exercise | Date | Execution action | | | | | Disposed of (D) |  |  | and Expiration | | | | | | Underlying | | Security | Securities | ship | Beneficial | |  |
|  |  | Price of |  | Date, | Code | | |  |  |  |  | Date | | |  |  |  | Securities |  | (Instr. 5) | Beneficially | Form | Ownership | |  |
|  | (Instr. 3) | Derivative | (Month/ | if any |  |  |  |  | (Instr. 3, 4 & 5) |  |  | (Month/Day/ | | | | | | (Instr. 3 & 4) | |  | Owned | of | (Instr. 4) | |  |
|  |  | Security | Day/ | (Month/ | (Instr. | | | |  |  |  | Year) | | |  |  |  |  |  |  | Following | Deriv- |  |  |  |
|  |  | Year) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | Day/ | 8) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Reported | ative |  |  |  |
|  |  |  |  | Year) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Transaction(s) Security: | |  |  |  |
|  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |  |  | (Instr. 4) | Direct |  |  |  |
|  |  |  |  |  | Code V | | | | (A) | (D) | | Date | | | Expira- | | | Title | Amount |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Exer- | | | tion | | |  | or |  |  | (D) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | cisable Date | | | | | |  | Number |  |  | or |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | of |  |  | Indirect |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Shares |  |  | (I) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (Instr. 4) |  |  |  |
|  | **Employee Stock** | **$8.35 12/30/02** | |  | **X** | | |  |  | **6,881** | | | [(2)](#page2) |  | **10/26/08 Common** | | | | **0** |  | **0** | **D** |  |  |  |
|  | **Option (Right to** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Stock** |  |  |  |  |  |  |  |
|  | **Buy)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Employee Stock** | **$31.25 12/11/02** | |  | **J** | [(3)](#page2) |  | **V** |  |  | [(3)](#page2) |  | [(3)](#page2) |  |  | [(3)](#page2) |  | **Common** | **31,234** |  | **31,234** | **D** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Option (Right to** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Stock** |  |  |  |  |  |  |  |
|  | **Buy)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Employee Stock** | **$20.03 12/11/02** | |  | **J** | [(4)](#page2) |  | **V** |  |  | [(4)](#page2) |  | [(4)](#page2) |  |  | [(4)](#page2) |  | **Common** | **42,630** |  | **42,630** | **D** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Option (Right to** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Stock** |  |  |  |  |  |  |  |
|  | **Buy)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Employee Stock** | **$30.69 12/11/02** | |  | **J** | [(5)](#page2) |  | **V** |  |  | [(5)](#page2) |  | [(5)](#page2) |  |  | [(5)](#page2) |  | **Common** | **0** |  | **0** | **D** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Option (Right to** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Stock** |  |  |  |  |  |  |  |



**Buy)**

Explanation of Responses:

1. Mr. Alba disclaims beneficial ownership in shares held by his wife.
2. This option has now been fully vested and exercised.
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 cancelled (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 ca ncelled (03/11/03). Mr. Alba continues to remain a member of MTGL's Board of Directors.
5. Mr. Alba resigned his employment with the Company on 12/11/02, as a result all 20,000 unvested shares in the grant were cancelled.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| By: /s/ **Manuel Alba** | | | **December 31, 2002** | |  |
|  |  |  |  |  |  |
| \*\*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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