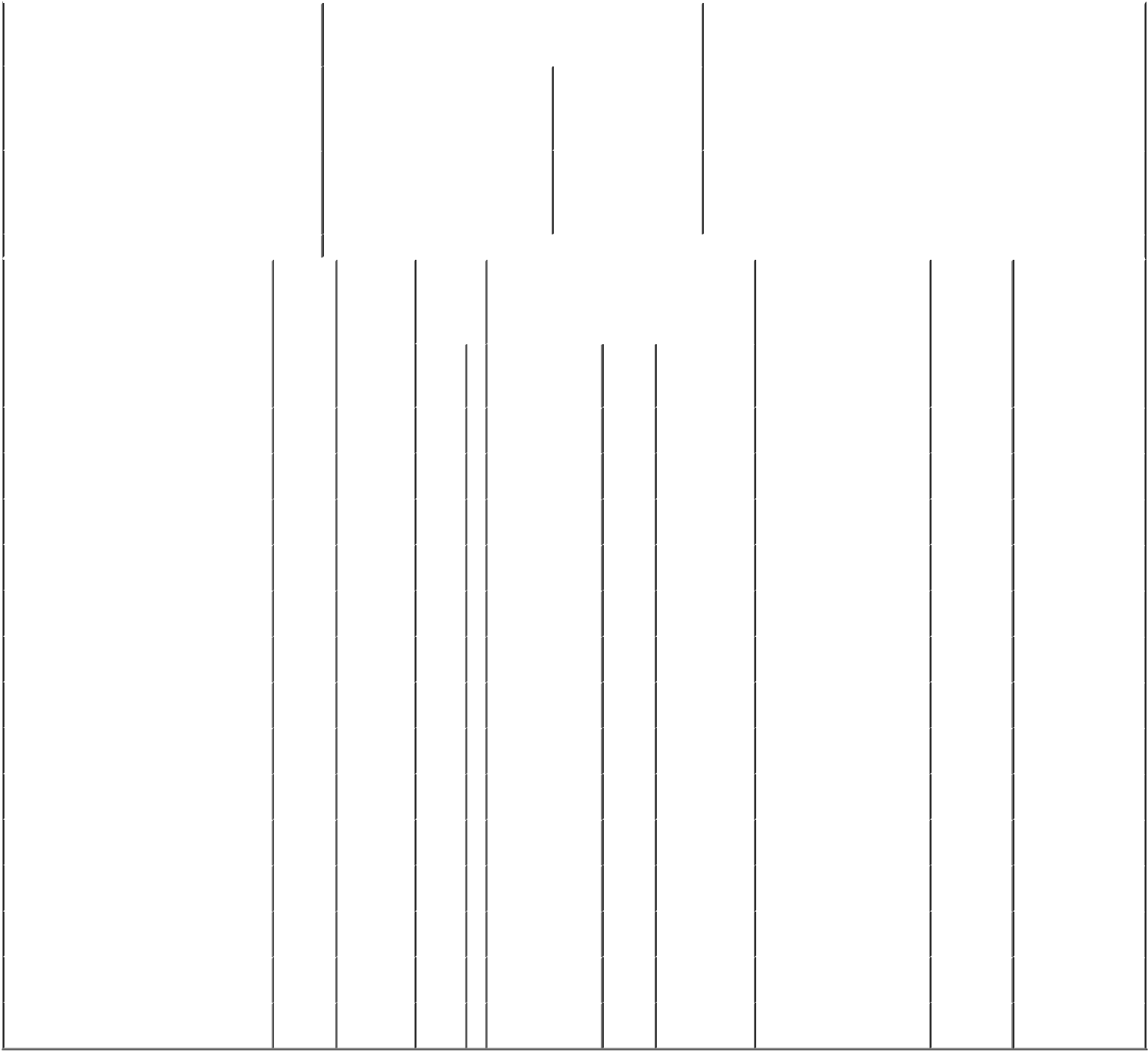
|  |  |  |  |
| --- | --- | --- | --- |
| **FORM 4** | UNITED STATES SECURITIES AND EXCHANGE COMMISSION | OMB APPROVAL |  |
| Washington, D.C. 20549 |  |
|  |  |  |

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) | | | | | | | | |  |  |
|  | **Hervey George** | **Marvell Technology Group Ltd. (MRVL)** | | to Issuer (Check all applicable) | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  | Director | |  |  | 10% Owner | | |  |
|  |  |  |  |  | **X** | 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 |  | **Chief Financial Officer** | | | |  |  |  |  |  |  |
|  | **700 First Avenue** | if an entity (voluntary) | **December 31, 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 | | | | | | |  |
|  |  |  | **December 31, 2002** |  |  |  |  |  |  |  |  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | (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** | **12/31/02** |  | **M** | **2,000** | **A** | **$10.00** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **12/31/02** |  | **S** | **2,000** | **D** | **$18.96** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **12/31/02** |  | **M** | **2,000** | **A** | **$10.00** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **12/31/02** |  | **S** | **2,000** | **D** | **$19.41** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **12/31/02** |  | **M** | **2,000** | **A** | **$10.00** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **12/31/02** |  | **S** | **2,000** | **D** | **$19.55** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **01/02/03** |  | **M** | **2,000** | **A** | **$10.00** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **01/02/03** |  | **S** | **2,000** | **D** | **$19.10** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **01/02/03** |  | **M** | **2,000** | **A** | **$10.00** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **01/02/03** |  | **S** | **2,000** | **D** | **$19.58** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **01/02/03** |  | **M** | **1,000** | **A** | **$10.00** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **01/02/03** |  | **S** | **1,000** | **D** | **$19.66** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **01/02/03** |  | **M** | **1,100** | **A** | **$10.00** |  | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Common Stock, par value $0.002 per** | **01/02/03** |  | **S** | **1,100** | **D** | **$20.00** | **3,917** | **D** |  |  |  |
|  | **share** |  |  |  |  |  |  |  |  |  |  |  |

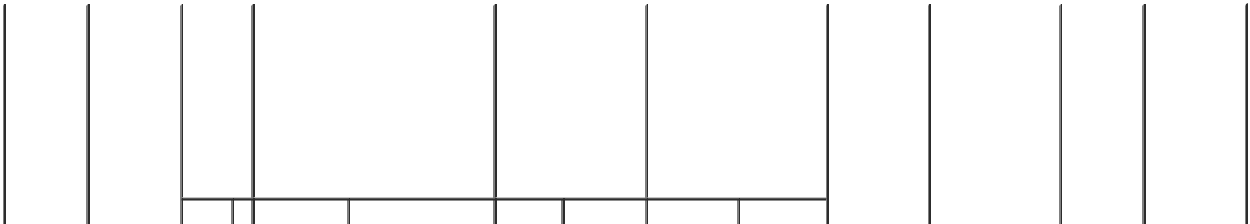
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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**

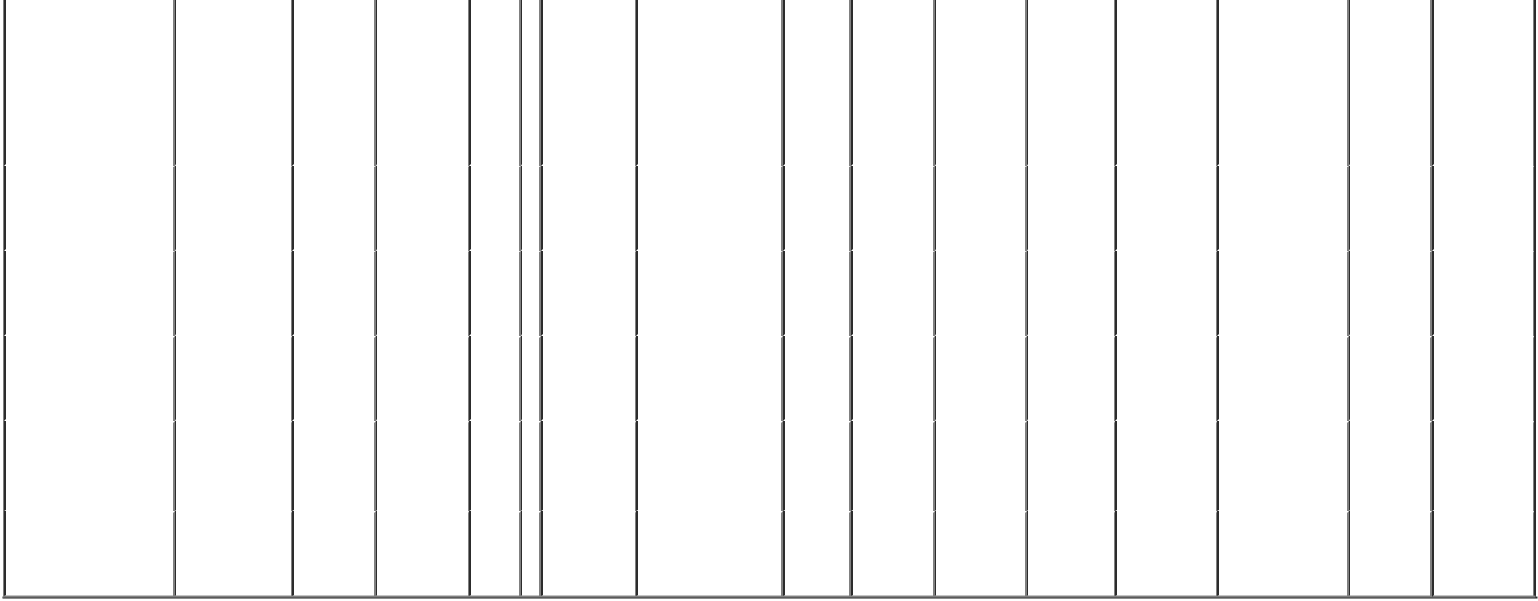


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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **FORM 4 (continued)** | |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | |  |  |  |  |  |  |
|  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  | 1. Title of | 2. Conver- | 3. 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) |  |  |  |  |  |  |  |



Security:

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  | Code V (A) | (D) | Date | | | Expira- | Title | Amount | Transaction(s) Direct | |  |
|  |  |  |  |  |  | Exer- | | | tion |  | or | (Instr. 4) | (D) |  |
|  |  |  |  |  |  | cisable Date | | | |  | Number |  | or |  |
|  |  |  |  |  |  |  |  |  |  |  | of |  | Indirect |  |
|  |  |  |  |  |  |  |  |  |  |  | Shares |  | (I) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | (Instr. 4) |  |
| **Employee Stock** | | | **$21.37** |  |  |  | [(1)](#page2) |  | **01/02/11 Common** | | **40,000** | **40,000** | **D** |  |
| **Option (Right to** | | |  |  |  |  |  |  |  | **Stock** |  |  |  |  |
| **Buy)** | | |  |  |  |  |  |  |  |  |  |  |  |  |
| **Employee Stock** | | | **$10.00 12/31/02** | **M** |  | **6,000** | [(2)](#page2) |  | **05/08/10 Common** | |  |  | **D** |  |
| **Option (Right to** | | |  |  |  |  |  |  |  | **Stock** |  |  |  |  |
| **Buy)** | | |  |  |  |  |  |  |  |  |  |  |  |  |
| **Employee Stock** | | | **$10.00 01/02/03** | **M** |  | **6,100** | [(2)](#page2) |  | **05/08/10 Common** | | **601,400** | **601,400** | **D** |  |
| **Option (Right to** | | |  |  |  |  |  |  |  | **Stock** |  |  |  |  |
| **Buy)** | | |  |  |  |  |  |  |  |  |  |  |  |  |
| **Employee Stock** | | | **$30.69** |  |  |  | [(3)](#page2) |  | **02/28/12 Common** | | **40,000** | **40,000** | **D** |  |
| **Option (Right to** | | |  |  |  |  |  |  |  | **Stock** |  |  |  |  |
| **Buy)** | [(5)](#page2) |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Employee Stock** | | | **$13.87** |  |  |  | [(4)](#page2) |  | **10/16/12 Common** | | **70,000** | **70,000** | **D** |  |
| **Option (Right to** | | |  |  |  |  |  |  |  | **Stock** |  |  |  |  |
| **Buy)** | | |  |  |  |  |  |  |  |  |  |  |  |  |



Explanation of Responses:

1. This option vests as follows: 833 shares each month beginning on 02/02/02 until 01/02/05.
2. This option vests as follows: 12,667 shares each month beginning on 01/26/02 until 04/26/05.
3. This option vests as follows: 10,000 shares on 02/03/03; 8,333 shares on 12/03/03; and 833 shares each month beginning 01/03/04 until 02/03/06.
4. This option vests as follows: 70,000 shares on 10/16/2007.
5. This option was inadventently omitted from the Form 4 filing dated 12/31/02. All filings prior to the 12/31/02 Form 4 filing are correct and report this option grant.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| By: /s/ **George Hervey** | | | **January 6, 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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