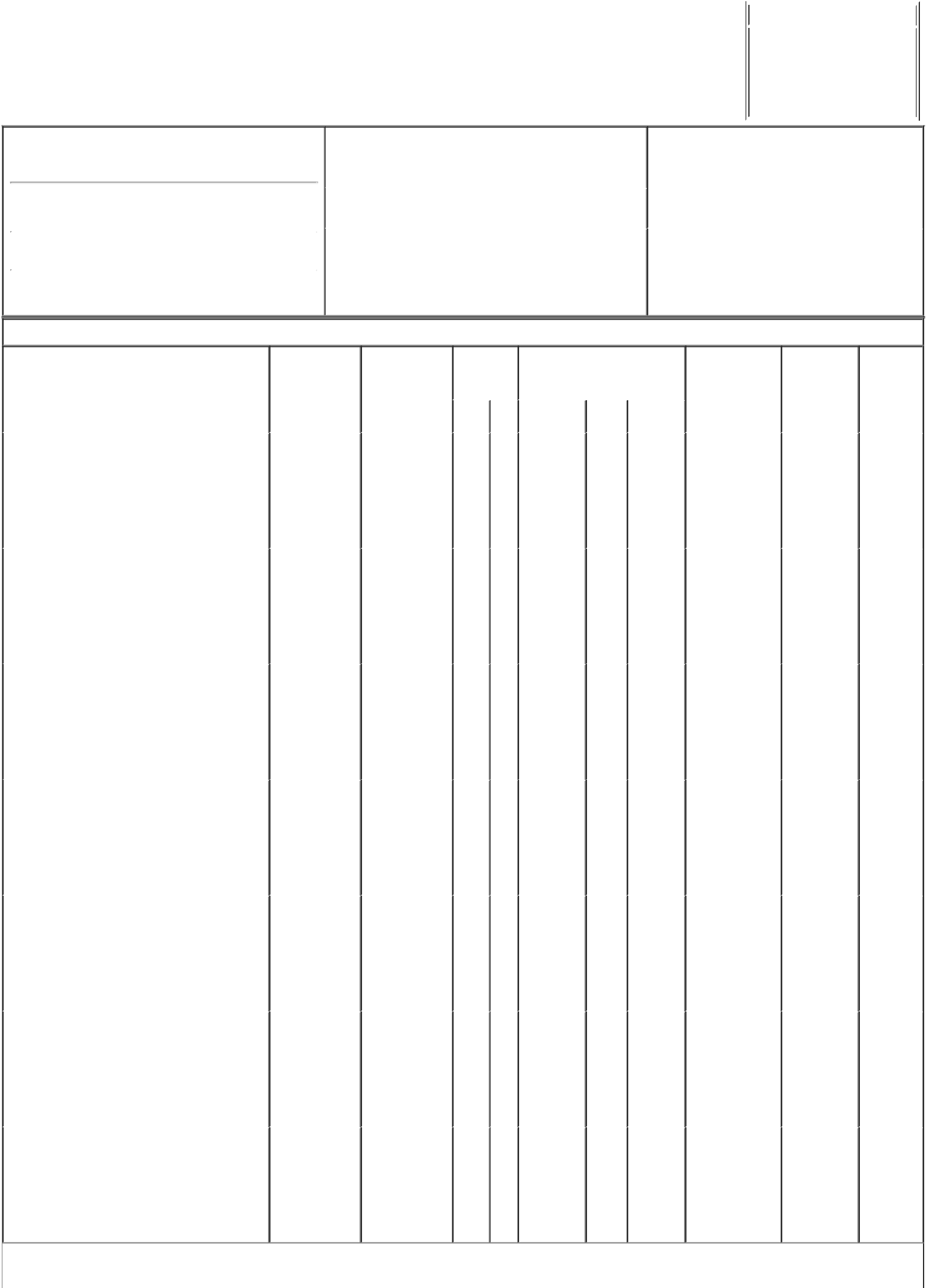
SEC Form 4

**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** |  |  |  |  |  |
|  |  |  |  |  |
|  | OMB APPROVAL | | |  |
| Washington, D.C. 20549 |  |  |
|  |  |  |  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  | OMB Number: | 3235-0287 |  |  |
|  | Expires: | December 31, | |  |
|  |  |  | 2014 |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | Estimated average burden | | |  |
|  | hours per | 0.5 |  |  |
| or Section 30(h) of the Investment Company Act of 1940 |  |  |  |
|  | response: |  |  |
|  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |



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) |
|  |  |  |  |
| (Street) | |  |  |
|  |  |  |  |
|  | (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) |  |
| 06/05/2003 | | |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  |
| 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

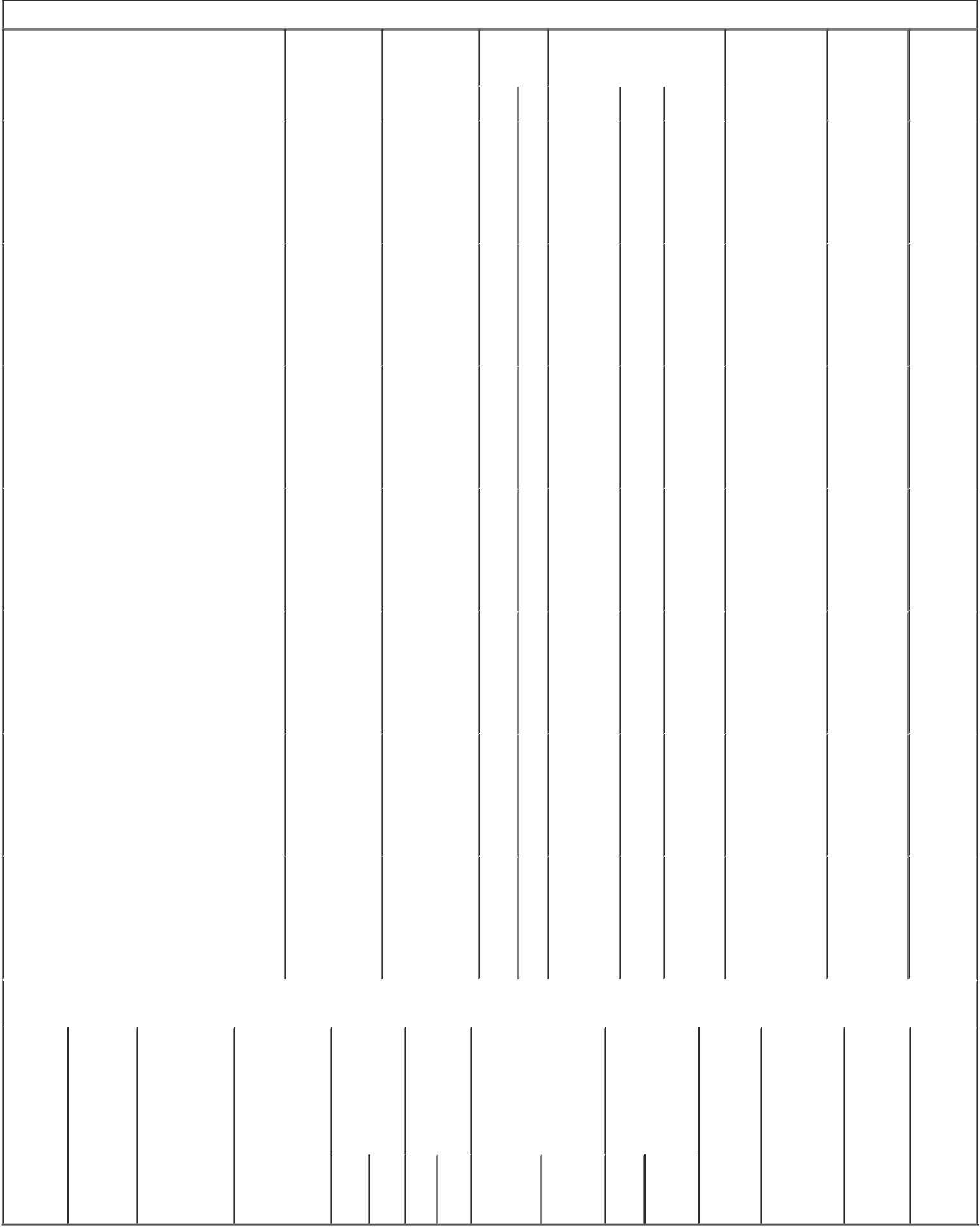
**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **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)** |  |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  | Investar |  |
| Common Stock | 06/05/2003 |  | S | 1,000 | D | 33.4125 | 399,000 | I | Burgeon |  |
|  | Venture |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | Capital, |  |
|  |  |  |  |  |  |  |  |  | Inc. |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  | Investar |  |
| Common Stock | 06/05/2003 |  | S | 5,000 | D | 33.4 | 394,000 | I | Burgeon |  |
|  | Venture |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | Capital, |  |
|  |  |  |  |  |  |  |  |  | Inc. |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  | Investar |  |
| Common Stock | 06/05/2003 |  | S | 4,000 | D | 33.58 | 390,000 | I | Burgeon |  |
|  | Venture |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | Capital, |  |
|  |  |  |  |  |  |  |  |  | Inc. |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  | Investar |  |
| Common Stock | 06/05/2003 |  | S | 3,000 | D | 33.5 | 387,000 | I | Burgeon |  |
|  | Venture |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | Capital, |  |
|  |  |  |  |  |  |  |  |  | Inc. |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  | Investar |  |
| Common Stock | 06/05/2003 |  | S | 5,000 | D | 33.3566 | 382,000 | I | Burgeon |  |
|  | Venture |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | Capital, |  |
|  |  |  |  |  |  |  |  |  | Inc. |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  | Investar |  |
| Common Stock | 06/05/2003 |  | S | 2,000 | D | 33.473 | 380,000 | I | Burgeon |  |
|  | Venture |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | Capital, |  |
|  |  |  |  |  |  |  |  |  | Inc. |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  | Investar |  |
| Common Stock | 06/05/2003 |  | S | 7,000 | D | 33.4 | 373,000 | I | Burgeon |  |

Venture

Capital,

Inc.



**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)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investar | |  |
|  | Common Stock | |  | 06/05/2003 | |  |  |  | S | 2,000 | D | 33.2235 | | 371,000 | | I | Burgeon | |  |
|  |  |  |  |  | Venture | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Capital, | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Inc. | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investar | |  |
|  | Common Stock | |  | 06/05/2003 | |  |  |  | S | 4,000 | D | 33.1012 | | 367,000 | | I | Burgeon | |  |
|  |  |  |  |  | Venture | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Capital, | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Inc. | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investar | |  |
|  | Common Stock | |  | 06/05/2003 | |  |  |  | S | 4,000 | D | 32.45 | | 363,000 | | I | Burgeon | |  |
|  |  |  |  |  | Venture | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Capital, | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Inc. | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investar | |  |
|  | Common Stock | |  | 06/05/2003 | |  |  |  | S | 3,000 | D | 32.1 | | 360,000 | | I | Burgeon | |  |
|  |  |  |  |  | Venture | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Capital, | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Inc. | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investar | |  |
|  | Common Stock | |  | 06/05/2003 | |  |  |  | S | 4,000 | D | 32.0062 | | 356,000 | | I | Burgeon | |  |
|  |  |  |  |  | Venture | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Capital, | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Inc. | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investar | |  |
|  | Common Stock | |  | 06/05/2003 | |  |  |  | S | 3,000 | D | 32.139 | | 353,000 | | I | Burgeon | |  |
|  |  |  |  |  | Venture | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Capital, | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Inc. | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investar | |  |
|  | Common Stock | |  | 06/05/2003 | |  |  |  | S | 3,000 | D | 31.9956 | | 350,000(1) | | I | Burgeon | |  |
|  |  |  |  |  | Venture | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Capital, | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Inc.(2) | |  |
|  |  |  | **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** |  | **8. Price of** | | **9. Number of** | **10.** | **11. Nature** | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **of** | **Expiration Date** | | | **Amount of** |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Derivative** | **(Month/Day/Year)** | | | **Securities** |  | **Security** | | **Securities** | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** |  |  |  | **Underlying** |  | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | |  |
|  |  | **Derivative** |  |  |  |  | **Acquired** |  |  |  | **Derivative** |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |
|  |  | **Security** |  |  |  |  | **(A) or** |  |  |  | **Security (Instr. 3** | | |  | **Following** | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  | **Disposed** |  |  |  | **and 4)** |  |  |  | **Reported** |  |  |  |  |
|  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |
|  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | | **Expiration** | **of** |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** |  | **(A) (D)** | **Exercisable** | | **Date** | **Title Shares** | | |  |  |  |  |  |  |

**Explanation of Responses:**

1. Reporting person also has indirect benefical ownership in the following: 400,564 shares held by Investar Capital, Inc.; 210,000 shares held by Investar Dayspring Venture Capital Inc.; 50,000 shares held by Investar Exelsus Venture Capital (Int'l.) Inc.; 184,616 held by Forefront Venture Partners, L.P., and 34,071 shares held by Investar Avantegarde Holding, Inc. In addition, Reporting Person also has direct beneficial ownership of 181, 000 shares.
2. Footnote for Table II - Summary of Derivative Securities: The Reporting Person owns directly three Stock Options (Right to Buy) with different vesting schedules described as follows: (i) 30,000 shares granted on June 26, 2000 at $15.00 per share, vests 20% on 06/26/01 and 500 shares per month from 07/26/01 through 06/26/05; (ii) 6,000 shares granted on June 21, 2001 at $20.58 per share, vests 500 shares per month from 07/21/05 through 06/21/06; and (iii) 6,000 shares granted on June 21, 2002 at $21.59 per share, vests 500 shares per month from 07/21/06 through 06/21/07. All three Stock Options are immediately exerciseable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Matthew Gloss, by Power of | | 06/09/2003 | |  |
| Attorney |  |  |
|  |  |  |
| \*\* 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.**