SEC Form 4

**FORM 4**

Check this box if no longer subject to

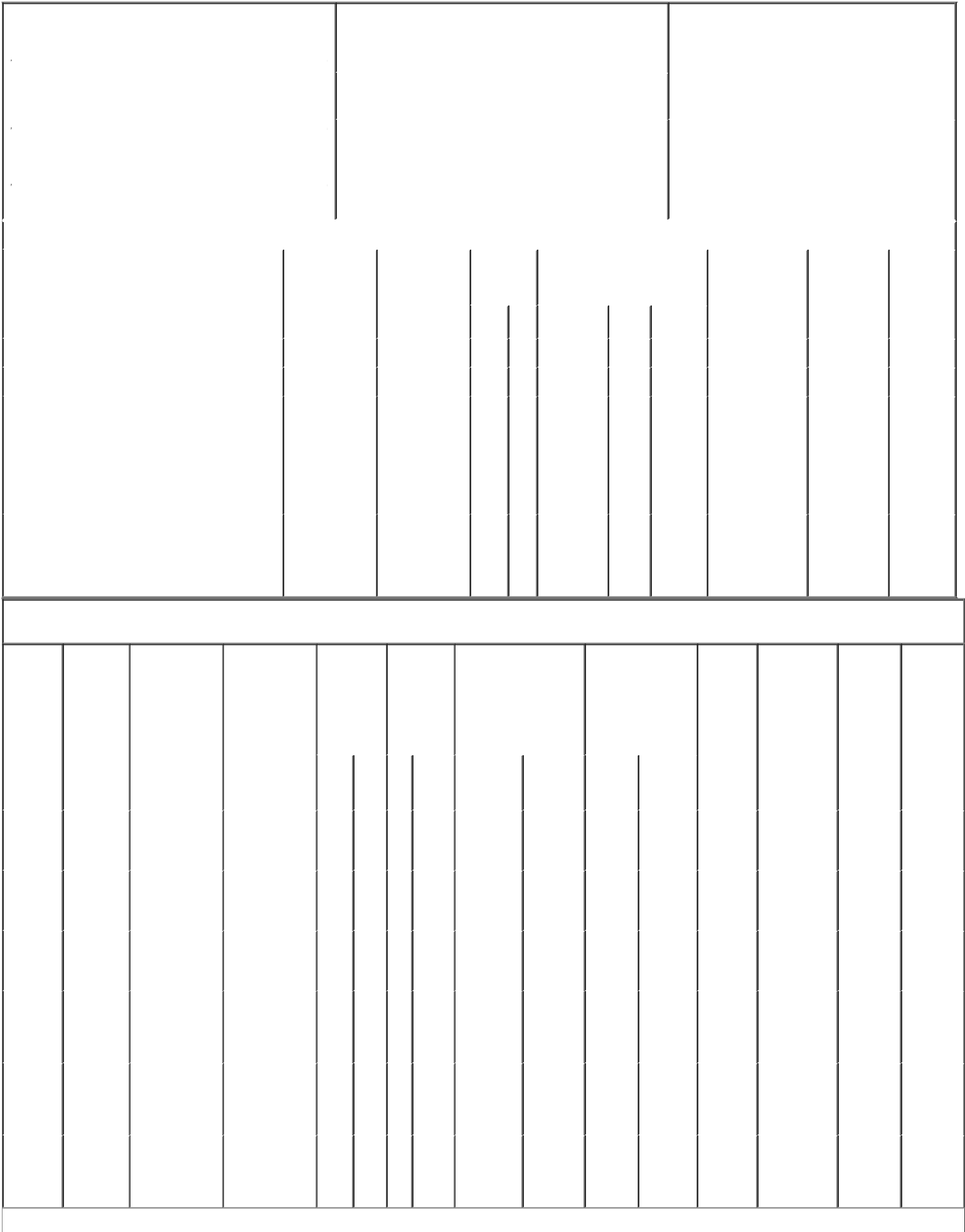


* Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden | | |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | |  |
|  |  | [BANATAO DIOSDADO P](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134607) | | |  |  |  | [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | | | | | |  | (Check all applicable) | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | X | Director | 10% Owner | | |  |
|  |  |  |  |  | [ MRVL ] | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | Other (specify | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | (First) | | (Middle) |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | |  |  |  | below) | below) |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 700 FIRST AVENUE | | |  | 01/07/2004 | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | | | | |  |  | | | |  |  |
|  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | |  |
|  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  | Line) |  |  |  |  |  |
|  |  | SUNNYVALE | CA | | 94089 |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | |  |
|  |  | (City) | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  | 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 of** | |  |
|  |  |  |  |  |  | **Date** | | | | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | **Securities** | **Form: Direct** | **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)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | | |  |  |  |  |  |  | |  |  |  |  |  |
|  | Common Stock | |  |  |  | 01/07/2004 | | | |  | M | 25,000 | A | $0.05 | | 1,400,000 | D |  |  |  |
|  |  |  |  |  |  |  | | |  |  |  |  |  |  | |  |  |  |  |  |
|  | Common Stock | |  |  |  | 01/07/2004 | | | |  | S | 25,000 | D | $41.21 | | 1,375,000 | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Diosdado | |  |
|  | Common Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  | 1,676,747 | I | & Maria | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | C. | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Banatao | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | |  |
|  | Common Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  | 680,680 | I | Tallwood | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | Partners | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

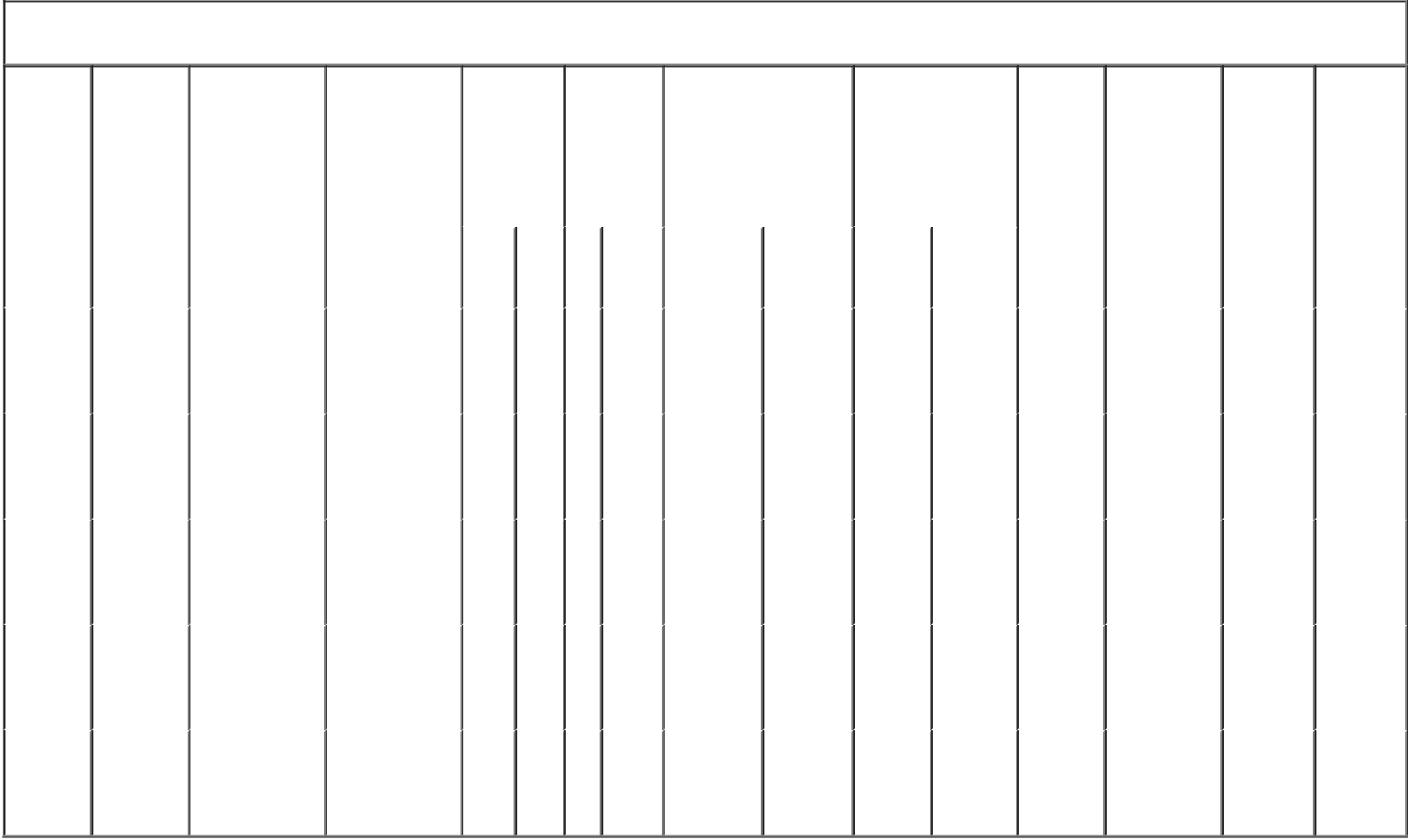
LLC

**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 Amount** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Acquired** |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(A) or** |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **Disposed** |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $0.05 | 01/07/2004 |  | M | 25,000 | (1) | 01/28/2007 | Common | 31,100 | $0 | 31,100 | D |  |  |
| (Right to |  | Stock |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $15 |  |  |  |  | (2) | 06/26/2010 | Common | 20,500 |  | 20,500 | D |  |  |
| (Right to |  |  |  |  | Stock |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Put Option |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| (3) |  |  |  |  | (3) |  | Common | 500,000 |  |  |  | Tallwood |  |
| (Right to |  |  |  |  | 03/05/2004 |  | 1 | I |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Partners |  |
|  |  |  |  |  |  |  |  |  |  |  |  | LLC |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (4)(5) |  |  |  |  | (4)(5) |  | Common | 250,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 03/05/2004 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (4)(5) |  |  |  |  | (4)(5) |  | Common | 150,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 03/12/2004 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (4)(5) |  |  |  |  | (4)(5) |  | Common | 100,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 03/12/2004 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |

Trust

**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 Amount** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Acquired** |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(A) or** |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **Disposed** |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (4)(5) |  |  |  |  | (4)(5) |  | Common | 300,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 06/28/2005 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (4)(5) |  |  |  |  | (4)(5) |  | Common | 100,000 |  |  |  | Diosado & |  |
| (Right to |  |  |  |  | 09/09/2005 |  | 1 | I | Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (4)(5) |  |  |  |  | (4)(5) |  | Common | 100,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 09/23/2005 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (4)(5) |  |  |  |  | (4)(5) |  | Common | 280,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 06/30/2006 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (4)(5) |  |  |  |  | (4)(5) |  | Common | 150,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 10/13/2006 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |

Trust

**Explanation of Responses:**

1. These shares are fully vested and immediately exerciseable. Any unexercised shares will be cancelled after 01/09/04.
2. The Reporting Person previously reported an option to purchase 30,000 shares, of which 20,500 are vested and exerciseable until 01/09/04. Any unexercised shares will be cancelled after 01/09/04.
3. The Reporting Person also has indirect ownership of a pre-paid forward contract (Right to Sell) held by Tallwood Partners LLC (the "Partnership"). The contract provides that the Partnership deliver a certain number of shares at the end of the contract depending on the Issuer's common stock price on such date. The contract for 500,000 shares was entered into on 11/30/01 with a settlement date on 03/05/04. Exact pricing terms are determined in accordance with the contract.
4. The Reporting Person also has indirect ownership of seven prepaid forward contracts (Right to Sell) held by the Diosdado & Maria C. Banatao Trust (the "Trust"). The contracts provide that the Trust will deliver a certain number of shares at the end of the contract depending on the Issuer's common stock price on such date. 1) a contract for 250,000 shares was entered into on 03/07/02 with a settlement date on 03/05/04; 2) a contract for 150,000 shares was entered into on 03/12/02 with a settlement date on 03/12/04; 3) a contract for 100,000 shares was entered into on 04/01/02 with a settlement date on 03/12/04; 4) a contract for 300,000 shares was entered into on 06/28/02 with a settelement date on 06/28/05; 5) a contract for 100,000 shares was entered into on 09/10/02 with a settlement date on 09/09/05; 6) a contract for 100,000 shares was entered into on 09/23/02 with a settlement date on 09/23/05; 7) a contract for 280,000 shares was entered into on 07/02/03 with a settlement date
5. Continuation of Footnote No. 7: on 06/30/06; 8) a contract for 150,000 shares was entered into on 10/14/03 with a settlement date on 10/13/06. Exact pricing terms for each contract are determined on the respective settlement dates in accordance with the applicable contract.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| Diosdado Banatao |  | 01/09/2004 |
| \*\* 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.**