SEC Form 4

**FORM 4**

Check this box if no longer subject to

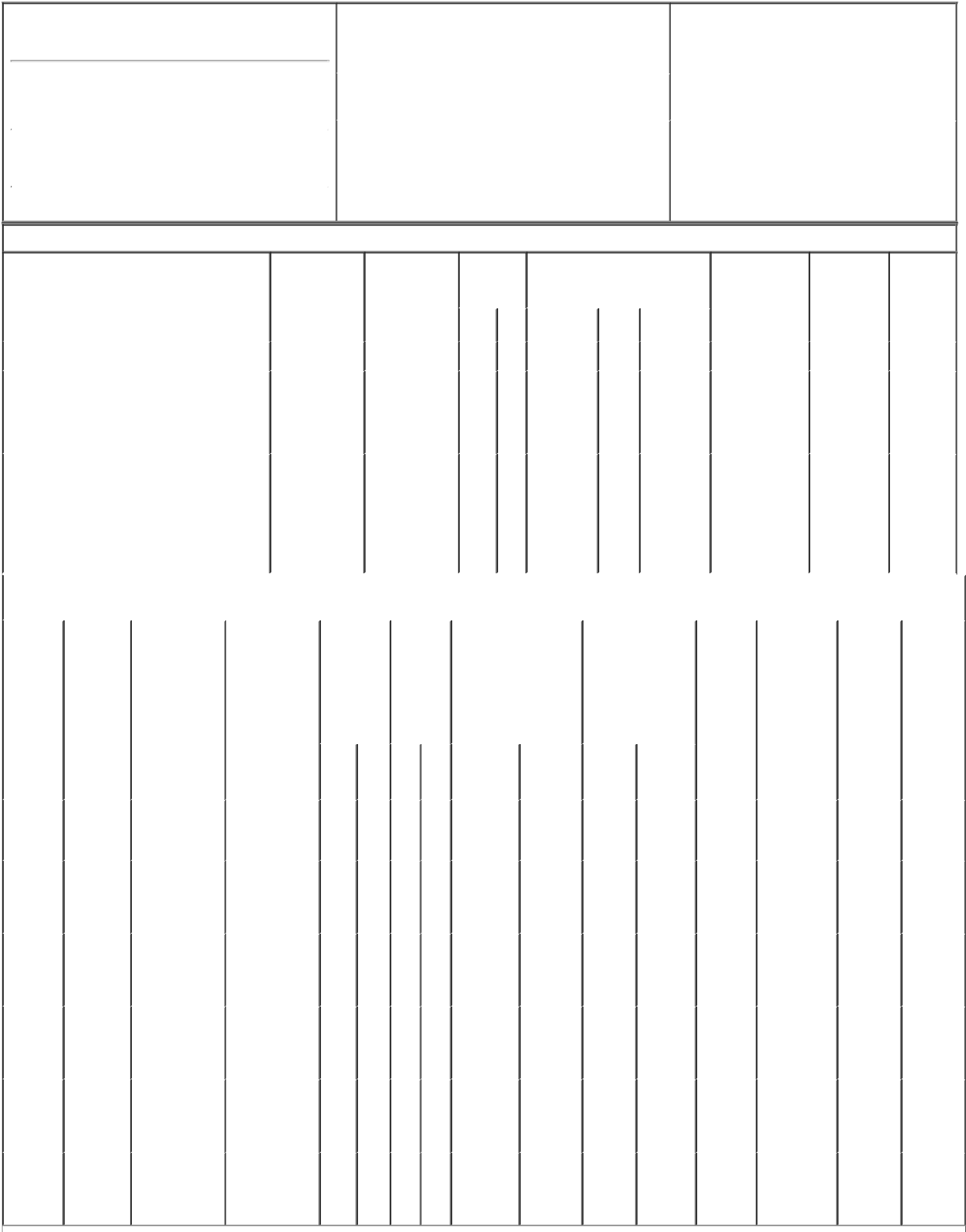


* Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\*

[BANATAO DIOSDADO P](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134607)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 700 FIRST AVENUE | |  |
|  |  |  |  |
| (Street) | |  |  |
|  | SUNNYVALE | CA | 94089 |
|  |  |  |  |
|  | (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) |  |
|  |  |  |  |  |
| 03/10/2004 | | |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  |
| 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

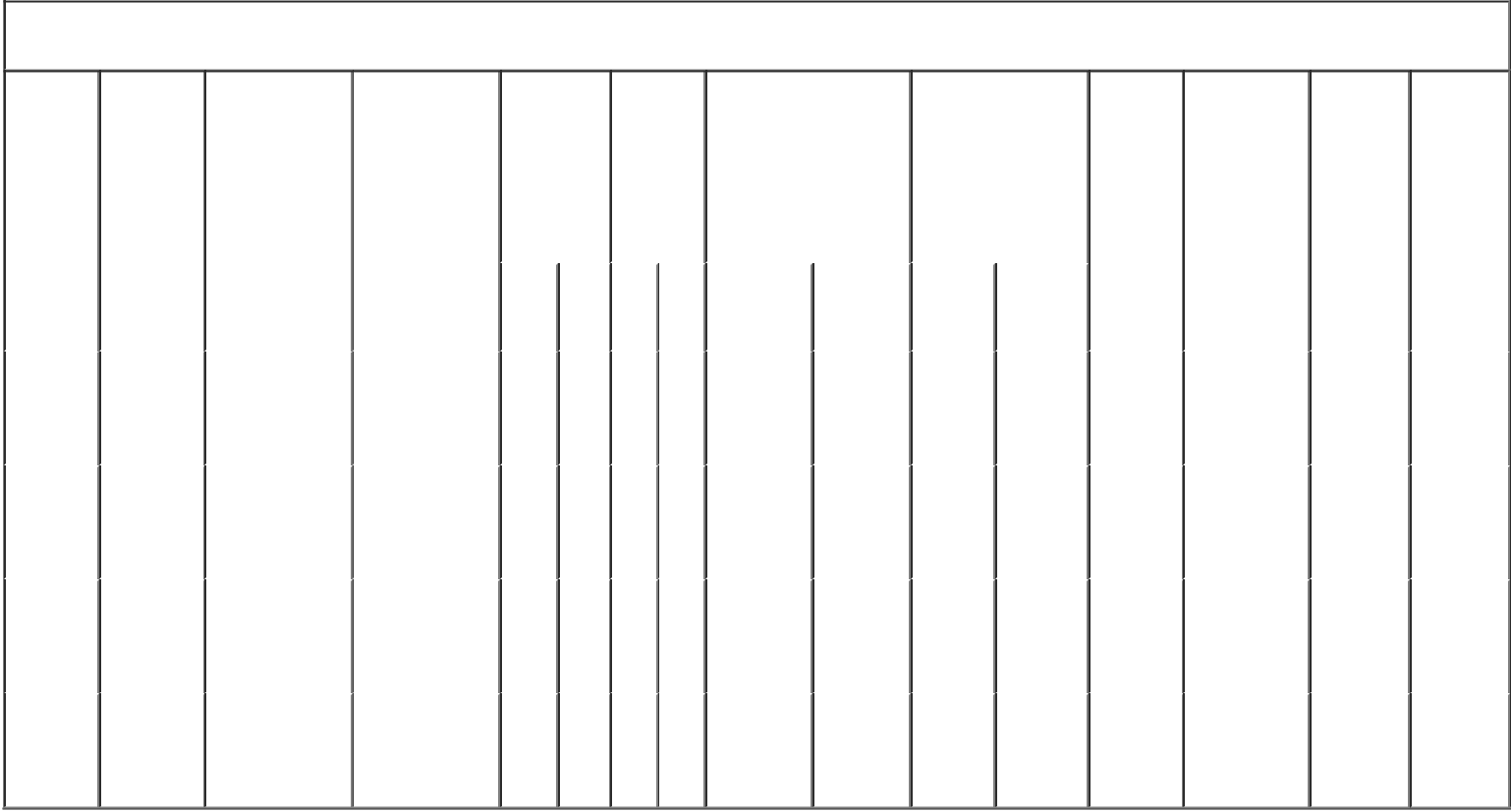
Form filed by More than One Reporting

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 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 | |  |  |  |  |  |  |  |  |  |  |  | 1,375,000 | |  | D |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Common Stock | |  | 03/10/2004 | |  |  |  | C | 347,950 | D | $43.845(1) | | 332,730 | |  | I | Tallwood | | |  |
|  |  |  |  |  |  | Partners | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LLC | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Diosdado | | |  |
|  | Common Stock | |  | 03/10/2004 | |  |  |  | C | 217,425 | D | $43.845(2) | | 1,400,322 | |  | I | & Maria | | |  |
|  |  |  |  |  |  | C. | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 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)** |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **Number** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code** | **V** | **(A) (D)** | **Exercisable** | | **Date** | **Title** | **of Shares** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |
|  | Put Option |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  |  |  |  |  |  |  |  |  |  | Common | 347,950 |  | (1) |  |  |  | Tallwood | | |  |
|  | (Right to | $43.845 | 03/10/2004 |  | C |  | 1 | 03/10/2004 | | 03/05/2004 |  | 0 |  | I |  |
|  | Sell) |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  | Partners | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LLC | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Put Option |  |  |  |  |  |  |  |  |  | Common | 217,425 |  | (2) |  |  |  | Diosdado | | |  |
|  | (Right to | $43.845 | 03/10/2004 |  | C |  | 1 | 03/10/2004 | | 03/05/2004 |  | 0 |  | I | & Maria C. | | |  |
|  | Sell) |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  | Banatao | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Put Option | (3)(4) |  |  |  |  |  | (3)(4) | |  | Common | 150,000 |  |  |  |  |  | Diosdado | | |  |
|  | (Right to |  |  |  |  |  | 03/12/2004 |  |  | 1 |  | I | & Maria C. | | |  |
|  | Sell) |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  | Banatao | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Put Option | (3)(4) |  |  |  |  |  | (3)(4) | |  | Common | 100,000 |  |  |  |  |  | Diosdado | | |  |
|  | (Right to |  |  |  |  |  | 03/12/2004 |  |  | 1 |  | I | & Maria C. | | |  |
|  | Sell) |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  | Banatao | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Put Option | (3)(4) |  |  |  |  |  | (3)(4) | |  | Common | 300,000 |  |  |  |  |  | Diosdado | | |  |
|  | (Right to |  |  |  |  |  | 06/28/2005 |  |  | 1 |  | I | & Maria C. | | |  |
|  | Sell) |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  | Banatao | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Put Option | (3)(4) |  |  |  |  |  | (3)(4) | |  | Common | 100,000 |  |  |  |  |  | Diosado & | | |  |
|  | (Right to |  |  |  |  |  | 09/09/2005 |  |  | 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)** |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (3)(4) |  |  |  |  | (3)(4) |  | Common | 100,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 09/23/2005 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (3)(4) |  |  |  |  | (3)(4) |  | Common | 280,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 06/30/2006 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (3)(4) |  |  |  |  | (3)(4) |  | Common | 150,000 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 10/13/2006 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Put Option | (3)(4) |  |  |  |  | (3)(4) |  | Common | 134,900 |  |  |  | Diosdado |  |
| (Right to |  |  |  |  | 01/19/2007 |  | 1 | I | & Maria C. |  |
| Sell) |  |  |  |  |  |  |  | Stock |  |  |  |  | Banatao |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |

Trust

**Explanation of Responses:**

1. Reporting settlement of pre-paid forward contract (Right to Sell) held by Tallwood Partners, LLC for 500,000 shares entered into on November 30, 2001. In accordance with the terms of the contract, Tallwood Partners is to deliver a certain number of shares upon settlement of the contract depending on the closing price of the Issuer's common stock on the expiration date of the contract. The contract settled on March 10, 2004 whereby 347,950 shares of the 500,000 pledged shares were transferred in accorance with the terms of the contract.
2. Reporting settlement of pre-paid forward contract (Right to Sell) held by the Diosdado and Maria C. Banatao Trust (the "Trust") for 250,000 shares entered into on March 7, 2002. In accordance with the terms of the contract, the Trust is to deliver a certain number of shares upon settlement of the contract depending on the closing price of the Issuer's common stock on the expiration date of the contract.. The contract settled on March 10, 2004 whereby 217,426 shares of the 250,000 pledged shares were transferred in accordance with the terms of the contract.
3. The Reporting Person also has indirect ownership of eight prepaid forward contracts (Right to Sell) held by 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 150,000 shares was entered into on 03/12/02 with a settlement date on 03/12/04; 2) a contract for 100,000 shares was entered into on 04/01/02 with a settlement date on 03/12/04; 3) a contract for 300,000 shares was entered into on 06/28/02 with a settelement date on 06/28/05; 4) a contract for 100,000 shares was entered into on 09/10/02 with a settlement date on 09/09/05; 5) a contract for 100,000 shares was entered into on 09/23/02 with a settlement date on 09/23/05; 6) a contract for 280,000 shares was entered into on 07/02/03 with a settlement date on 06/30/06;
4. Continuation of Footnote No. 2: 7) a contract for 150,000 shares was entered into on 10/14/03 with a settlement date on 10/13/06; a contrct for 134,900 shares was entered into on 01/20/04 with a settlement date on 01/19/07. Exact pricing terms for each contract are determined on the respective settlement dates in accordance with the applicable contract.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| Diosdado Banatao | | 03/12/2004 |
|  |  |  |
| \*\* 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.**