

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours per response: 0.5

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|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person *<br><u>BANATAO DIOSDADO P</u> |  |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>MARVELL TECHNOLOGY GROUP LTD</u><br>[ <u>MRVL</u> ] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |  |  |
| (Last) (First) (Middle)<br><u>700 FIRST AVENUE</u>                     |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/14/2004</u>  |  |  |  |  |  |
| (Street)<br><u>SUNNYVALE CA 94089</u>                                  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |  |  |  |
| (City) (State) (Zip)   |  |  |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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 Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 04/14/2004                           |  | S                              |   | 10,000  | D          | \$47.338 | 1,254,052   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 223,227   | I  | By Tallwood Partners LLC                              |
| Common Stock                    |                                      |  |                                |   |   |            |          | 1,064,900   | I  | By Diosdado & 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---|-----------------|--|--|---|--|
|  |  |                                      |  | Code                           | V |  |  | Date Exercisable  | Expiration Date | Title                                      | Amount or Number of Shares   |   |  |
| Put Option (Right to Sell)                 | (1)(2)   |                                      |  |                                |   |  | (1)(2) 06/28/2005  | Common Stock  | 300,000         |  | 1  | I   | By Diosdado & Maria C. Banatao Trust                   |
| Put Option (Right to Sell)                 | (1)(2)   |                                      |  |                                |   |  | (1)(2) 09/09/2005  | Common Stock  | 100,000         |  | 1  | I   | By Diosdado & Maria C. Banatao Trust                   |
| Put Option (Right to Sell)                 | (1)(2)   |                                      |  |                                |   |  | (1)(2) 09/23/2005  | Common Stock  | 100,000         |  | 1  | I   | By Diosdado & Maria C. Banatao Trust                   |
| Put Option (Right to Sell)                 | (1)(2)   |                                      |  |                                |   |  | (1)(2) 06/30/2006  | Common Stock  | 280,000         |  | 1  | I   | By Diosdado & Maria C. Banatao Trust                   |
| Put Option (Right to Sell)                 | (1)(2)   |                                      |  |                                |   |  | (1)(2) 10/13/2006  | Common Stock  | 150,000         |  | 1  | I   | By Diosdado & 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Put Option (Right to Sell)                 | (1)(2)   |                                      |  |                                |   |  |     | (1)(2)   | 01/19/2007      | Common Stock  | 134,900                    |  | 1  | I   | By Diosdado & Maria C. Banatao Trust                   |

Explanation of Responses:

1. The Reporting Person also has indirect ownership of six 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 300,000 shares was entered into on 06/28/02 with a settlement date on 06/28/05; 2) a contract for 100,000 shares was entered into on 09/10/02 with a settlement date on 09/09/05; 3) a contract for 100,000 shares was entered into on 09/23/02 with a settlement date on 09/23/05; 4) a contract for 280,000 shares was entered into on 07/02/03 with a settlement date on 06/30/06; 5) a contract for 150,000 shares was entered into on 10/14/03 with a settlement date on 10/13/06; 6) a contract for 134,900 shares was entered into on 01/20/04 with a settlement date on 01/19/07.
2. Continuation of Footnote No. 2: Exact pricing terms for each contract are determined on the respective settlement dates in accordance with the applicable contract.

Remarks:

Diosdado Banatao

\*\* Signature of Reporting Person

04/16/2004

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.