

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 | |
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| 1. Name and Address of Reporting Person* <u>HERVEY GEORGE</u> (Last) (First) (Middle) <u>700 FIRST AVENUE</u> (Street) <u>SUNNYVALE CA 94089</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MARVELL TECHNOLOGY GROUP LTD</u> [<u>MRVL</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>06/21/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 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 | 06/21/2004 | | M | | 3,000 | A | \$10 | 9,023 | D | |
| Common Stock | 06/21/2004 | | S | | 3,000 | D | \$50 | 6,023 | D | |

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 | | | | |
| Employee Stock Option (Right to Buy) | \$10 | 06/21/2004 | | M | | 3,000 | (1) | 05/08/2010 | Common Stock | 265,400 | \$0 | 265,400 | D | |
| Employee Stock Option (Right to Buy) | \$21.37 | | | | | | (2) | 01/02/2011 | Common Stock | 40,000 | | 40,000 | D | |
| Employee Stock Option (Right to Buy) | \$30.69 | | | | | | (3) | 02/28/2012 | Common Stock | 40,000 | | 40,000 | D | |
| Employee Stock Option (Right to Buy) | \$13.87 | | | | | | (4) | 10/16/2012 | Common Stock | 70,000 | | 70,000 | D | |
| Employee Stock Option (Right to Buy) | \$24.74 | | | | | | (5) | 05/05/2013 | Common Stock | 50,000 | | 50,000 | D | |
| Stock Option (Right to Buy) | \$37.9 | | | | | | (6) | 01/02/2014 | Common Stock | 70,000 | | 70,000 | D | |
| Stock Option (Right to Buy) | \$44.95 | | | | | | (7) | 04/16/2014 | Common Stock | 8,920 | | 8,920 | D | |

Explanation of Responses:

- 1. This option becomes exercisable as it vests as follows: 152,000 shares on 04/26/01, 12,667 shares per month beginning 05/26/01 until 04/26/05.
- 2. Of such 40,000 shares, vests 10,000 shares on 01/02/02, and 833 shares per month beginning 02/02/02 until 01/02/05; Options become exercisable as they vest.
- 3. Of such 40,000 shares, vests 10,000 shares on 02/03/03, 8,333 shares on 12/03/03, and 833 shares per month beginning 01/03/04 until 02/03/06; Options become exercisable as they vest.
- 4. Of such 70,000 shares, vests 70,000 shares on 10/16/2007; Options become exercisable as they vest.
- 5. Of such 50,000 shares, vests 50,000 shares on 05/05/2006; Options become exercisable as they vest.
- 6. Of such 70,000 shares, vests 70,000 shares on 01/02/08; Options become exercisable as they vest.

7. Of such 8,920 shares, all shares are fully vested and exercisable on 04/16/04.

Remarks:

George Hevey

06/23/2004

** 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.