SEC Form 4

**FORM 4**

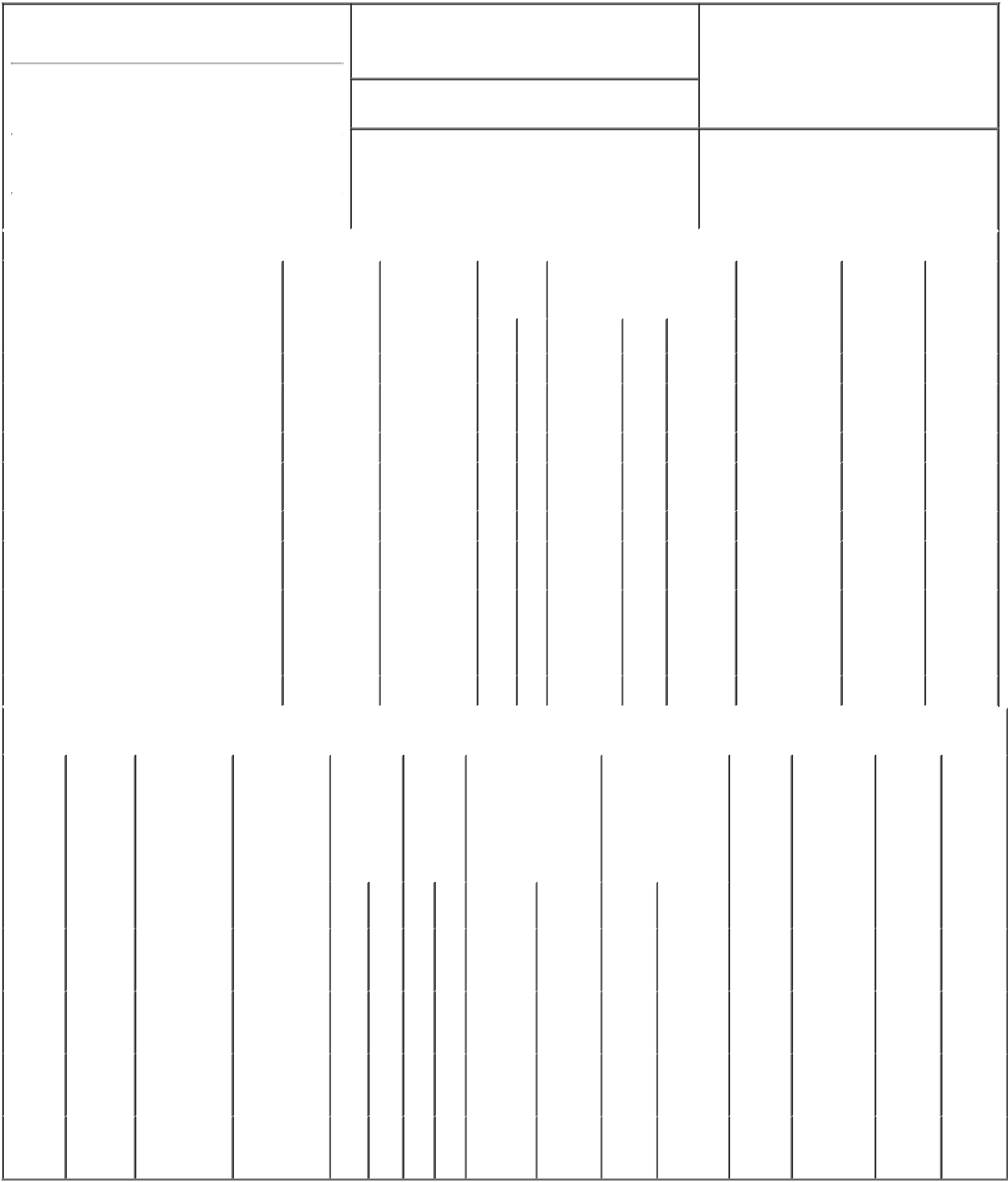
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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

[DAI WEILI](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134140)

(Last) (First) (Middle)

700 FIRST AVENUE

2. Issuer Name **and** Ticker or Trading Symbol

[MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057)

* MRVL ]

3. Date of Earliest Transaction (Month/Day/Year)

09/09/2004

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
| X | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
| below) | below) |  |
|  |  |

Executive Vice President

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  | 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 | | |  | 09/09/2004 | | |  |  |  | S |  | 100,000 | | D | $25.4758 | | 15,716,900(8) | | |  | D |  |  |  |  |  |
|  | Common Stock | | |  | 09/09/2004 | | |  |  |  | S |  | 100,000 | | D | $25.4758 | | 15,716,900(8) | | |  | I | By | | | |  |
|  |  |  |  |  |  |  | Spouse(1) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 09/10/2004 | | |  |  |  | S |  | 400,000 | | D | $25.7821 | | 15,316,900(8) | | |  | D |  |  |  |  |  |
|  | Common Stock | | |  | 09/10/2004 | | |  |  |  | S |  | 400,000 | | D | $25.7821 | | 15,316,900(8) | | |  | I | By | | | |  |
|  |  |  |  |  |  |  | Spouse(1) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock | | |  | 09/13/2004 | | |  |  |  | G | V | 30,000 |  | D | $0 |  | 15,286,900(8) | | |  | D |  |  |  |  |  |
|  | Common Stock | | |  | 09/13/2004 | | |  |  |  | G | V | 30,000 |  | D | $0 |  | 15,286,900(8) | | |  | I | By | | | |  |
|  |  |  |  |  |  |  |  | Spouse(1) | |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | | |  |
|  | Common Stock | | |  | 09/13/2004 | | |  |  |  | S |  | 500,000 | | D | $27.0077 | | 11,100,000(8) | | |  | I | Sutardja | | | |  |
|  |  |  |  |  |  |  | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Partners(2) | | | |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 182,224(3)(8) | | |  | D |  |  |  |  |  |
|  |  |  |  |  | **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 of** | | | | **8. Price of** | | **9. Number of** | | **10.** |  | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | | **of** | **Expiration Date** | | | | **Securities Underlying** | | | | **Derivative** | | **derivative** |  | **Ownership** | | **of Indirect** | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | | **Derivative** | **(Month/Day/Year)** | | | | **Derivative Security** | | | | **Security** | | **Securities** |  | **Form:** |  | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | **8)** | |  | **Securities** |  |  |  |  | **(Instr. 3 and 4)** | | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** |  | **Ownership** | | |  |
|  |  |  | **Derivative** |  |  |  |  |  | **Acquired** |  |  |  |  |  |  |  |  |  |  | **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 of** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code V** | |  | **(A) (D)** | **Exercisable** | | | **Date** | **Title** | | **Shares** | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $12.005 |  |  |  |  |  |  | (4)(8) | |  | 06/06/2012 | Common | | 200,000 |  |  |  | 200,000 | | D |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Option | | $12.005 |  |  |  |  |  |  | (5)(8) | |  | 06/06/2012 | Common | | 400,000 |  |  |  | 400,000 | | I |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  | Spouse(5) | | |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $18.25 |  |  |  |  |  |  | (6)(8) | |  | 12/26/2013 | Common | | 2,000,000 |  |  |  | 2,000,000 | | D |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Option | | $18.25 |  |  |  |  |  |  | (7)(8) | |  | 12/26/2013 | Common | | 3,000,000 |  |  |  | 3,000,000 | | I |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  | Spouse(7) | | |  |

Buy)

**Explanation of Responses:**

1. The Reporting Person disclaims beneficial ownership of the shares held by Spouse, Dr. Sehat Sutardja.
2. The Reporting Person is a general partner of The Sutardja Family Partners, a California family limited partnership.
3. These shares are held jointly by Reporting Person and her spouse, Dr. Sehat Sutardja.
4. The Reporting Person owns directly one Stock Option (Right to Buy) of 200,000 shares which vests as follows: 25% on 06/06/03, and 4,166.66 shares per month from 07/06/03 - 06/06/06. Options become exerciseable as they vest.

1. The Reporting Person owns indirectly one Stock Option (Right to Buy) of 400,000 shares which vests as follows: 25% on 06/06/03, and 8,333.32 shares per month from 07/06/03 - 06/06/06. Options become exerciseable as they vest. The Reporting Person disclaims benefical ownership in the Stock Option (Right to Buy) held by her spouse, Dr. Sehat Sutardja.
2. The Reporting Person owns directly one Stock Option (Right to Buy) of 2,000,000 shares which vests as follows: 25 % on 12/26/04, and 41,666 shares per month from 01/26/05 - 12/26/07. Options become exerciseable as they vest.
3. The Reporting Person owns indirectly one Stock Option (Right to Buy) of 3,000,000 which vests as follows; 25% on 12/26/04, and 62,500 shares per month from 01/26/05 - 12/26/07. Options become exerciseable as they vest. The Reporting Person disclaims beneficial ownership in the Stock Option (Right to Buy) held by her spouse, Dr. Sehat Sutardja.
4. On June 29, 2004, the common stock of MRVL split 2-for-1. All beneficially owned securities and derivative securities beneficially owned by the reporting person (and reporting person's spouse) and the respective option prices have been adjusted accordingly.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| Ms. Weili Dai |  | 09/13/2004 |
| \*\* 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.**