

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>DAI WEILI</u>  (Last) (First) (Middle) <u>700 FIRST AVENUE</u>  (Street) <u>SUNNYVALE CA 94089</u>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>MARVELL TECHNOLOGY GROUP LTD</u> [ <u>MRVL</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2004</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Executive Vice President</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
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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	09/09/2004		S		100,000	D	\$25.4758	15,716,900 <sup>(8)</sup>	D	
Common Stock	09/09/2004		S		100,000	D	\$25.4758	15,716,900 <sup>(8)</sup>	I	By Spouse <sup>(1)</sup>
Common Stock	09/10/2004		S		400,000	D	\$25.7821	15,316,900 <sup>(8)</sup>	D	
Common Stock	09/10/2004		S		400,000	D	\$25.7821	15,316,900 <sup>(8)</sup>	I	By Spouse <sup>(1)</sup>
Common Stock	09/13/2004		G	V	30,000	D	\$0	15,286,900 <sup>(8)</sup>	D	
Common Stock	09/13/2004		G	V	30,000	D	\$0	15,286,900 <sup>(8)</sup>	I	By Spouse <sup>(1)</sup>
Common Stock	09/13/2004		S		500,000	D	\$27.0077	11,100,000 <sup>(8)</sup>	I	By Sutardja Family Partners <sup>(2)</sup>
Common Stock								182,224 <sup>(3)(8)</sup>	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				
Stock Option (Right to Buy)	\$12.005						(4)(8)	06/06/2012	Common Stock	200,000		200,000	D	
Stock Option (Right to Buy)	\$12.005						(5)(8)	06/06/2012	Common Stock	400,000		400,000	I	By Spouse <sup>(5)</sup>
Stock Option (Right to Buy)	\$18.25						(6)(8)	12/26/2013	Common Stock	2,000,000		2,000,000	D	
Stock Option (Right to Buy)	\$18.25						(7)(8)	12/26/2013	Common Stock	3,000,000		3,000,000	I	By Spouse <sup>(7)</sup>

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 exercisable as they vest.

5. 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 exercisable as they vest. The Reporting Person disclaims benefical ownership in the Stock Option (Right to Buy) held by her spouse, Dr. Sehat Sutardja.

6. 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 exercisable as they vest.

7. 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 exercisable as they vest. The Reporting Person disclaims beneficial ownership in the Stock Option (Right to Buy) held by her spouse, Dr. Sehat Sutardja.

8. 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.