

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
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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>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u></div>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>

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	08/23/2004		M		10,000	A	\$5	33,046	D	
Common Stock	08/23/2004		S		10,000	D	\$24	23,046	D	
Common Stock	08/24/2004		M		10,000	A	\$5	33,046	D	
Common Stock	08/24/2004		S		10,000	D	\$24	23,046	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$5	08/23/2004		M			10,000	(1)	05/08/2010	Common Stock	481,800	\$0	481,800	D	
Employee Stock Option (Right to Buy)	\$5	08/24/2004		M			10,000	(1)	05/08/2010	Common Stock	471,800	\$0	471,800	D	
Employee Stock Option (Right to Buy)	\$10.6875							(2)	01/02/2011	Common Stock	80,000		80,000	D	
Employee Stock Option (Right to Buy)	\$15.345							(3)	02/28/2012	Common Stock	80,000		80,000	D	
Employee Stock Option (Right to Buy)	\$6.935							(4)	10/16/2012	Common Stock	140,000		140,000	D	
Employee Stock Option (Right to Buy)	\$12.37							(5)	05/05/2013	Common Stock	100,000		100,000	D	
Stock Option (Right to Buy)	\$18.95							(6)	01/02/2014	Common Stock	140,000		140,000	D	
Stock Option (Right to Buy)	\$22.475							(7)	04/16/2014	Common Stock	17,840		17,840	D	

Explanation of Responses:

- 1. This option becomes exercisable as it vests as follows: Vests 20% on 04/26/01 and 25,334 shares per month beginning 05/26/01 until 04/26/05.
- 2. Of such 80,000 shares, vests 25% on 01/02/02 and 1,666 shares per month beginning 02/02/02 until 01/02/05; Options become exercisable as they vest.
- 3. Of such 80,000 shares, vests 25% on 02/03/03, 16,666 shares on 12/03/03 and 1,666 shares per month beginning 01/03/04 until 02/03/06; Options become exercisable as they vest.
- 4. Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exercisable as they vest.
- 5. Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exercisable as they vest.
- 6. Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exercisable as they vest.
- 7. Of such 17,840 shares, all shares are fully vested and exercisable on 04/16/04.

Remarks:

[George Hevey](#)
** Signature of Reporting Person

[08/25/2004](#)
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.