SEC Form 4

**FORM 4**

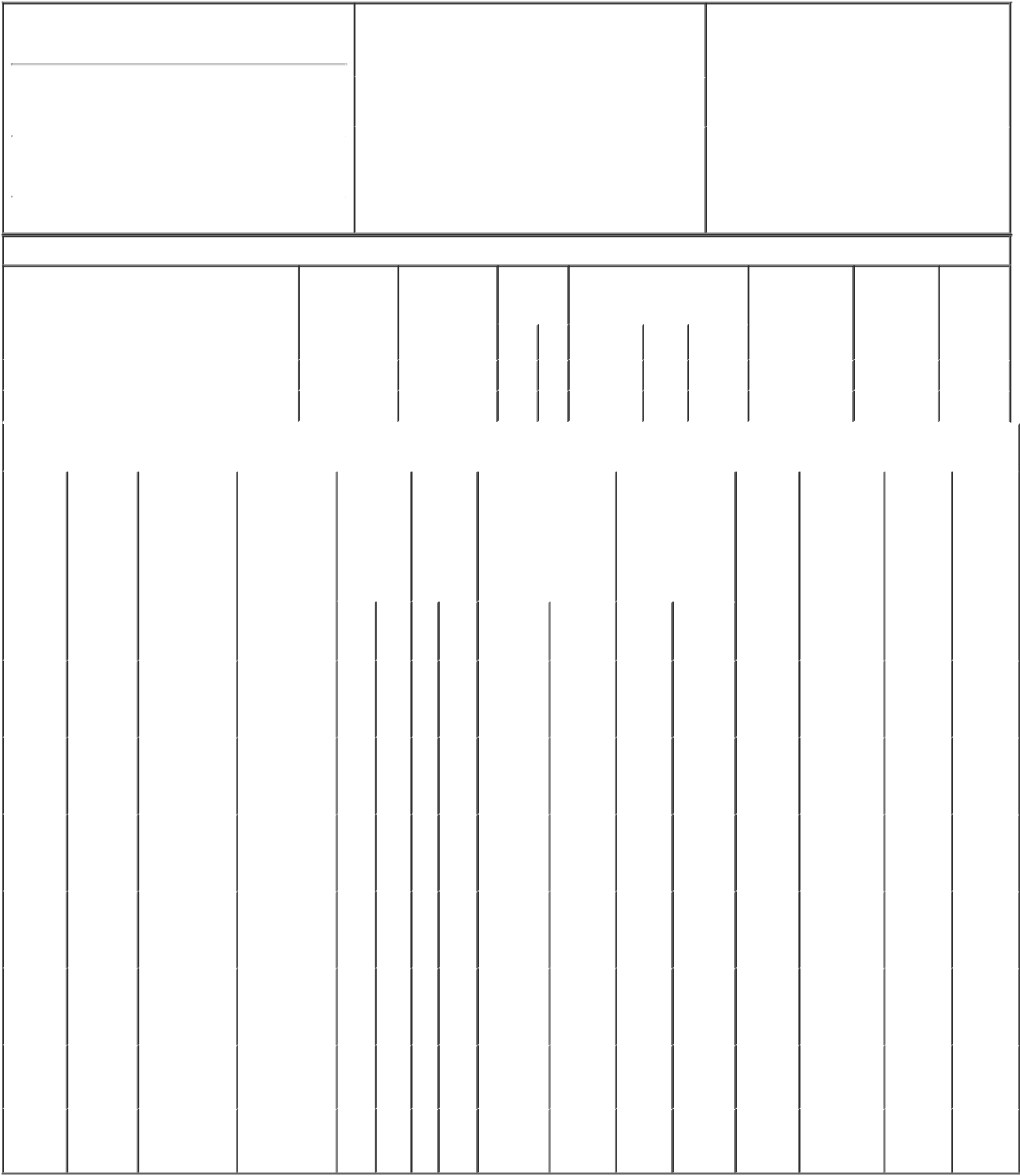
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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

[HERVEY GEORGE](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001189880)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 700 FIRST AVENUE | |  |
|  |  |  |  |
| (Street) | |  |  |
|  | SUNNYVALE | CA | 94089 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 2. | | Issuer Name **and** Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | | |  |
|  | [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | | | (Check all applicable) | |  |  |
|  | [ | MRVL ] |  |  | Director | 10% Owner |  |
| X | Officer (give title | Other (specify |  |
|  |  |  |  |  |
|  |  |  |  | below) | below) |  |
| 3. | | Date of Earliest Transaction (Month/Day/Year) | |  |  |
|  | Chief Financial Officer | |  |
| 12/23/2004 | | |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  | | |  |
| 4. | | If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable | | |  |

Line)

X 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** | | **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 | |  | 12/23/2004 | |  |  | M | 3,000 | | A | $5 |  | 46,763 | | |  | D |  |  |  |  |
|  |  | |  |  | |  |  |  |  | |  |  |  |  | | |  |  |  |  |  |  |
|  | Common Stock | |  | 12/23/2004 | |  |  | S | 3,000 | | D | $35.45 | | 43,763 | | |  | 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** | | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | | | **of Securities** | | | | **Derivative** | | **derivative** |  | **Ownership of Indirect** | | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | | | **Underlying** | |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  |  | **Derivative Security** | | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  | **Acquired** |  |  |  | **(Instr. 3 and 4)** | | | |  |  | **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** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | | **Date** | **Title** | | **of Shares** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  | (1) |  | Common | | 258,800 |  |  |  |  |  |  |  |  |  |  |
|  | Option | $5 | 12/23/2004 |  | M | 3,000 |  | 05/08/2010 |  | $0 | | 258,800 | | D |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  | (2) |  | Common | | 80,000 |  |  |  |  |  |  |  |  |  |  |
|  | Option | $10.6875 |  |  |  |  |  | 01/02/2011 |  |  |  | 80,000 |  | D |  |  |  |  |
|  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  | (3) |  | Common | | 80,000 |  |  |  |  |  |  |  |  |  |  |
|  | Option | $15.345 |  |  |  |  |  | 02/28/2012 |  |  |  | 80,000 |  | D |  |  |  |  |
|  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  | (4) |  | Common | | 140,000 |  |  |  |  |  |  |  |  |  |  |
|  | Option | $6.935 |  |  |  |  |  | 10/16/2012 |  |  |  | 140,000 | | D |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  | (5) |  | Common | | 100,000 |  |  |  |  |  |  |  |  |  |  |
|  | Option | $12.37 |  |  |  |  |  | 05/05/2013 |  |  |  | 100,000 | | D |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | $18.95 |  |  |  |  |  | (6) | 01/02/2014 | Common | | 140,000 |  |  |  | 140,000 | | D |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | $22.475 |  |  |  |  |  | (7) | 04/16/2014 | Common | | 17,840 |  |  |  | 17,840 |  | D |  |  |  |  |
|  | (Right to |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. This option becomes exerciseable 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 exerciseable 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 exerciseable as they vest.
4. Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exerciseable as they vest.
5. Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exerciseable as they vest.
6. Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exerciseable as they vest.

7. Of such 17,840 shares, all shares are fully vested and exerciseable on 04/16/04.

**Remarks:**

Matthew Gloss, by Power of



Attorney



\*\* Signature of Reporting Person

12/23/2004



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.**