

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 |
| Estimated average burden hours per response: | 0.5 |

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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>11/23/2004</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 11/23/2004 | | M | | 10,000 | A | \$5 | 43,046 | D | |
| Common Stock | 11/23/2004 | | S | | 10,000 | D | \$31 | 33,046 | D | |
| Common Stock | 11/24/2004 | | M | | 3,000 | A | \$5 | 36,046 | D | |
| Common Stock | 11/24/2004 | | S | | 3,000 | D | \$31.7 | 33,046 | 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 Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$5 | 11/23/2004 | | M | | | 10,000 | (1) | 05/08/2010 | Common Stock | 348,800 | \$0 | 348,800 | D | |
| Employee Stock Option (Right to Buy) | \$5 | 11/24/2004 | | M | | | 3,000 | (1) | 05/08/2010 | Common Stock | 345,800 | \$0 | 345,800 | 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 Hervey

11/23/2004

** 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.