SEC Form 4

**FORM 4**

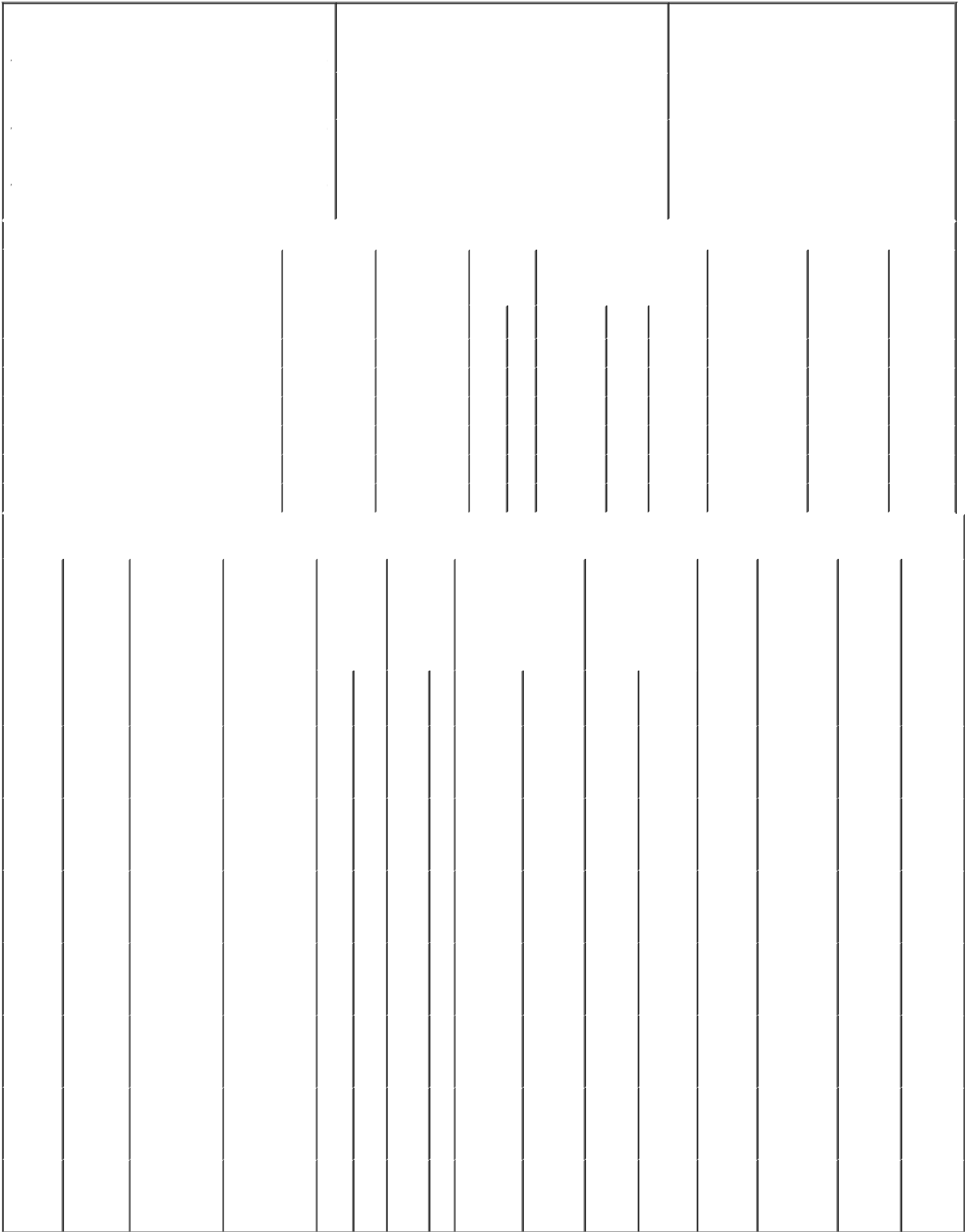
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

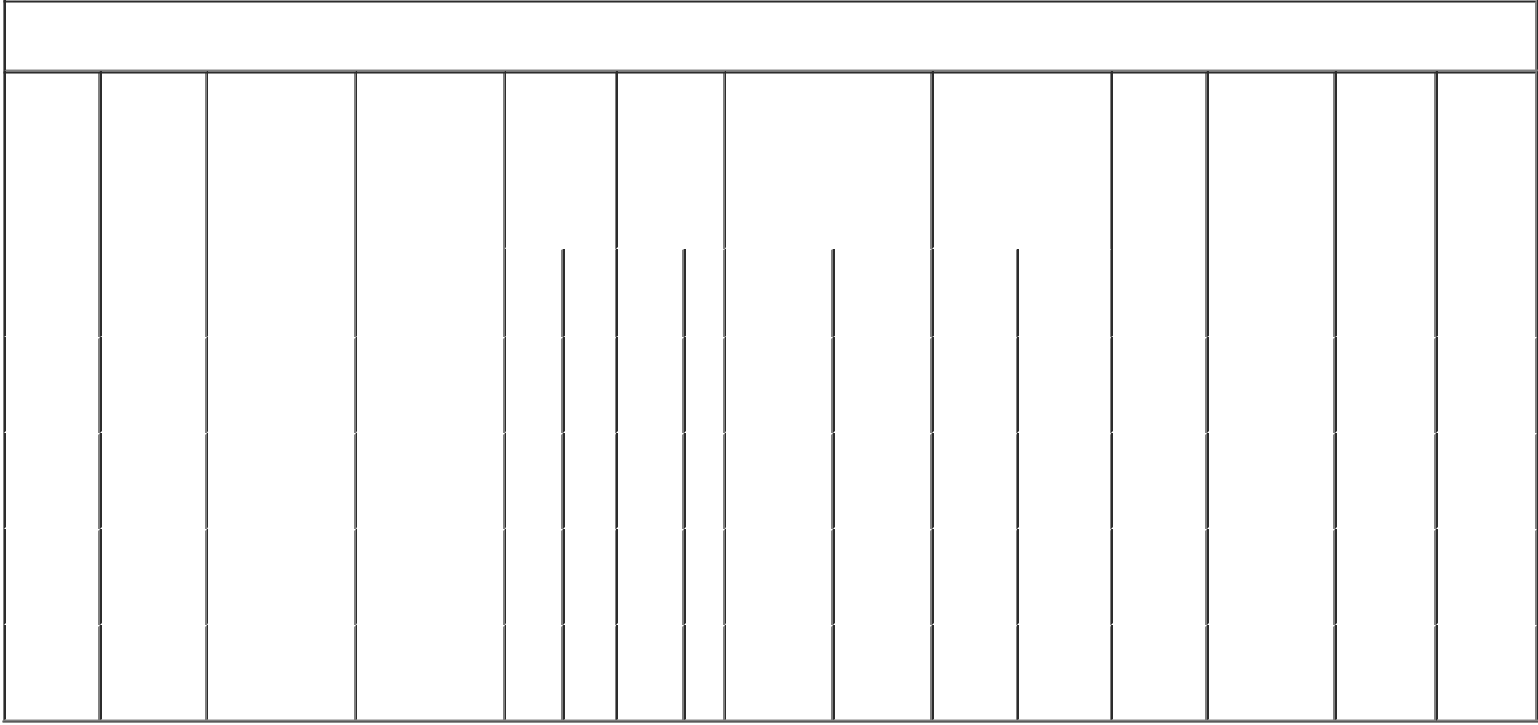


or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | |  |
|  |  | [HERVEY GEORGE](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001189880) | | |  |  |  |  | [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | | | | | | | | |  | (Check all applicable) | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Director |  |  | 10% Owner | | | |  |
|  |  |  |  |  |  | [ MRVL ] | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | |  | Officer (give title | |  | Other (specify | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | below) |  |  | below) |  |  |  |  |
|  |  | (Last) | (First) | | | (Middle) |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Chief Financial Officer | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 700 FIRST AVENUE | | | |  | 05/23/2005 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | | | |  | | |  |  |  |  | |  | | | | |  | |  |
|  |  |  |  |  |  |  |  |  | 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 | | |  |  | 05/23/2005 | | | | |  |  |  | M | 6,000 | A |  | $5 | |  | 59,763 | | |  | D |  |  |  |  |
|  |  |  | |  |  |  | | | |  |  |  |  |  |  |  |  | | |  |  | | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 05/23/2005 | | | | |  |  |  | S | 6,000 | D | $40.017 | | | | 53,763 | | |  | D |  |  |  |  |
|  |  |  | |  |  |  | | | |  |  |  |  |  |  |  |  |  | |  |  | | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 05/24/2005 | | | | |  |  |  | M | 11,000 | A |  | $5 | |  | 64,763 | | |  | D |  |  |  |  |
|  |  |  | |  |  |  | | | |  |  |  |  |  |  |  |  |  | |  |  | | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 05/24/2005 | | | | |  |  |  | S | 11,000 | D |  | $40.52 | | | 53,763 | | |  | D |  |  |  |  |
|  |  |  | |  |  |  | | | |  |  |  |  |  |  |  |  |  | |  |  | | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 05/25/2005 | | | | |  |  |  | M | 3,000 | A |  | $5 | |  | 56,763 | | |  | D |  |  |  |  |
|  |  |  | |  |  |  | | | |  |  |  |  |  |  |  |  |  | |  |  | | |  |  |  |  |  |  |
|  | Common Stock | | |  |  | 05/25/2005 | | | | |  |  |  | S | 3,000 | D |  | $40.44 | | | 53,763 | | |  | 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) (Instr.** | |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  | **Number** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Code V** | | | | **(A)** | **(D)** | **Exercisable** | | **Date** | **Title** | **of Shares** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  | (1) | |  | Common | 122,800 | | |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $5 | 05/23/2005 | |  |  | M | | | 6,000 |  | 05/08/2010 |  | $0 | | 122,800 | | D |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  | (1) | |  | Common | 111,800 | | |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $5 | 05/24/2005 | |  |  | M | | | 11,000 |  | 05/08/2010 |  | $0 | | 111,800 | | D |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  | (1) | |  | Common | 108,800 | | |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $5 | 05/25/2005 | |  |  | M | | | 3,000 |  | 05/08/2010 |  | $0 | | 108,800 | | 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)

**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) (Instr.** | |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| 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) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $35.46 |  |  |  |  |  | (8) | 03/18/2015 | Common | 12,106 |  | 12,106 | D |  |  |
| (Right to |  |  |  |  |  | Stock |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $35.45 |  |  |  |  |  | (9) | 04/11/2015 | Common | 70,000 |  | 70,000 | 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.
8. Of such 12,106 shares, all shares are fully vested and exerciseable on 02/01/05.
9. Of such 70,00 shares, vests 70,000 shares on 04/11/2009; Options become exerciseable as they vest.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| George Hervey |  | 05/25/2005 |
| \*\* 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.

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