SEC Form 4

**FORM 4**

Check this box if no longer subject to

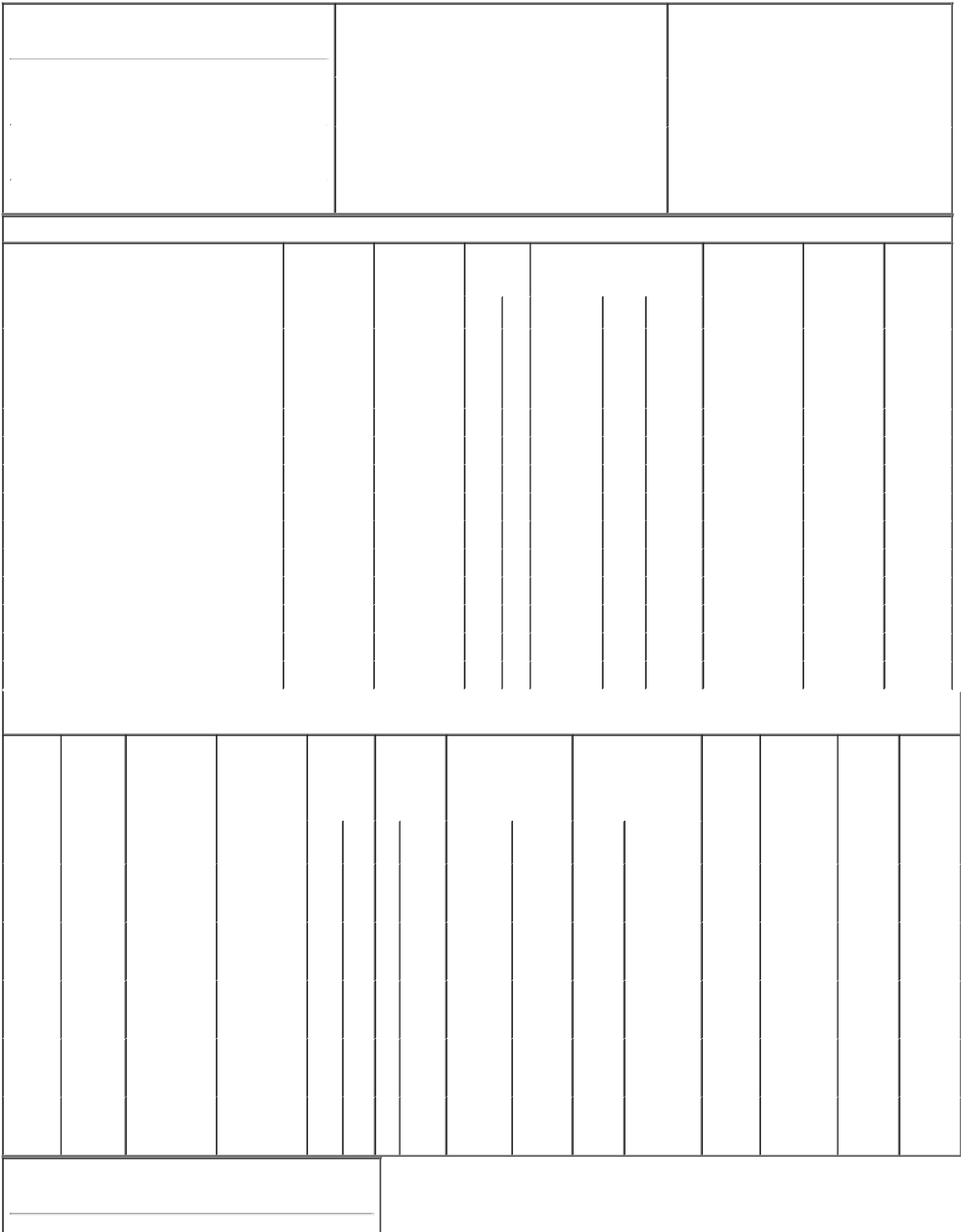


* Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

[Weili Dai & Sehat Sutardja](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134140)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (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) | |  |  |  |
|  |  |  |  |  |  |
|  |  | | X | Director | X | 10% Owner |  |
|  | [MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) |  |  |
|  |  |  |  |  |  |
|  |  |  | X | Officer (give title |  | Other (specify |  |
|  |  |  | below) |  | below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  | Executive Vice President & CEO | | |  |
| 11/21/2005 | |  |  |  |  |  |  |
|  |  |  |  | | | |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable | | | |  |
|  |  |  | Line) |  |  |  |  |

Form filed by One Reporting Person

X 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 Owned** | **(D) or Indirect** | **Beneficial** |  |  |
|  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  | **Following** | **(I) (Instr. 4)** | **Ownership** |  |  |
|  |  |  |  |  |  |  |  |  | **Reported** |  | **(Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Code** | **V** | **Amount** | **(A) or** | **Price** | **Transaction(s)** |  |  |  |  |
|  |  |  |  | **(D)** | **(Instr. 3 and 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | By |  |  |
|  | Common Stock |  |  |  |  |  |  |  | 10,226,667 | I | Sutardja |  |  |
|  |  |  |  |  |  |  |  | Family |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | Partners(1) |  |  |
|  | Common Stock | 11/21/2005 |  | G | V | 100,000 | D | $0(7) | 26,136,158(2) | D |  |  |  |
|  | Common Stock | 11/21/2005 |  | M |  | 101,378 | A | $18.25 | 26,237,536(2) | D |  |  |  |
|  | Common Stock | 11/21/2005 |  | S |  | 101,378 | D | $56.818 | 26,136,158(2) | D |  |  |  |
|  | Common Stock | 11/21/2005 |  | M |  | 241,273 | A | $12 | 26,377,431(2) | D |  |  |  |
|  | Common Stock | 11/21/2005 |  | S |  | 241,273 | D | $56.818 | 26,136,158(2) | D |  |  |  |
|  | Common Stock | 11/22/2005 |  | M |  | 310,931 | A | $18.25 | 26,447,089(2) | D |  |  |  |
|  | Common Stock | 11/22/2005 |  | S |  | 310,931 | D | $56.908 | 26,136,158(2) | D |  |  |  |
|  | Common Stock | 11/23/2005 |  | M |  | 46,418 | A | $18.25 | 26,182,576(2) | D |  |  |  |
|  | Common Stock | 11/23/2005 |  | S |  | 46,418 | D | $56.86 | 26,136,158(2) | D |  |  |  |
|  | Common Stock | 11/23/2005 |  | G | V | 10,000 | D | $0(7) | 26,126,158(2) | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

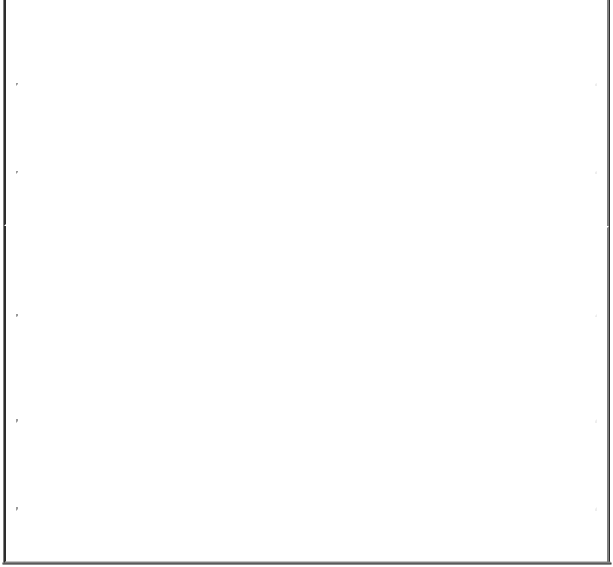
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | **6. Date Exercisable and** | | **7. Title and Amount of** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | **Expiration Date** | | **Securities Underlying** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | **(Month/Day/Year)** | | **Derivative Security (Instr.** | | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A)** |  |  | **3 and 4)** |  | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **or Disposed** |  |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **of (D) (Instr.** |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount or** |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **Number of** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $12.005 | 11/21/2005 |  | M | 170,833 | (3) | 06/06/2012 | Common | 29,167(3) | $0 | 29,167(3) | D |  |  |
| (Right to |  | Stock |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $12.005 | 11/21/2005 |  | M | 70,440 | (4) | 06/06/2012 | Common | 58,334(4) | $0 | 58,334(4) | D |  |  |
| (Right to |  | Stock |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $18.25 | 11/21/2005 |  | M | 101,378 | (5) | 12/26/2013 | Common | 1,898,622(5) | $0 | 1,898,622(5) | D |  |  |
| (Right to |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $18.25 | 11/22/2005 |  | M | 310,931 | (5) | 12/26/2013 | Common | 1,587,691(5) | $0 | 1,587,691(5) | D |  |  |
| (Right to |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $18.25 | 11/23/2005 |  | M | 46,418 | (6) | 12/26/2013 | Common | 2,953,582(6) | $0 | 2,953,582(6) | D |  |  |
| (Right to |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |

Buy)

1. Name and Address of Reporting Person\*

[Weili Dai & Sehat Sutardja](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134140)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  | (Last) | (First) | | (Middle) | |
|  |  | 700 FIRST AVENUE | | |  |  |
|  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |
|  |  | SUNNYVALE | CA | | 94089 |  |
|  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) | |
|  |  |  | |  |  |  |
| 1. Name and Address of Reporting Person\* | | | | |  |  |
|  |  | [Sehat Sutardja & Weili Dai](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134141) | | |  |  |
|  |  |  |  |  |  |  |
|  |  | (Last) | (First) | | (Middle) | |
|  |  | 700 FIRST AVENUE | | |  |  |
|  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |
|  |  | SUNNYVALE | CA | | 94089 |  |
|  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) | |



**Explanation of Responses:**

1. Ms. Weili Dai and Dr. Sehat Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
2. These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes Section 13(d) of the Exchange Act.
3. This 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 exerciseable as they vest. This Stock Option (Right to Buy) is owned directly by Ms. Weili Dai and indirectly by her spouse, Dr. Sehat Sutardja.
4. This 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 exerciseable as they vest. This Stock Option (Right to Buy) is owned directly by Dr. Sehat Sutardja and indirectly by his spouse, Ms. Weili Dai.
5. This Stock Option (Right to Buy) of 2,000,000 which vests as follows: 25% on 12/26/04, and 41,666 per month from 01/26/05 - 12/26/07. Options become exerciseable as they vest. This Stock Option (Right to Buy) is owned directly by Ms. Weili Dai and indirectly by her spouse, Dr. Sehat Sutardja.
6. This Stock Option (Right to Buy) of 3,000,000 shares which vests as follows: 25 % on 12/26/04, and 62,500 shares per month from 01/26/05 - 12/26/07. Options become exerciseable as they vest. This Stock Option (Right to Buy) is owned directly by Dr. Sehat Sutardja and indirectly by his spouse, Ms. Weili Dai.
7. Reporting of Gifting of Shares.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| Weili Dai & Dr. Sehat Sutardja |  | 11/23/2005 |
| \*\* 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.

**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.**