SEC Form 4

**FORM 4**

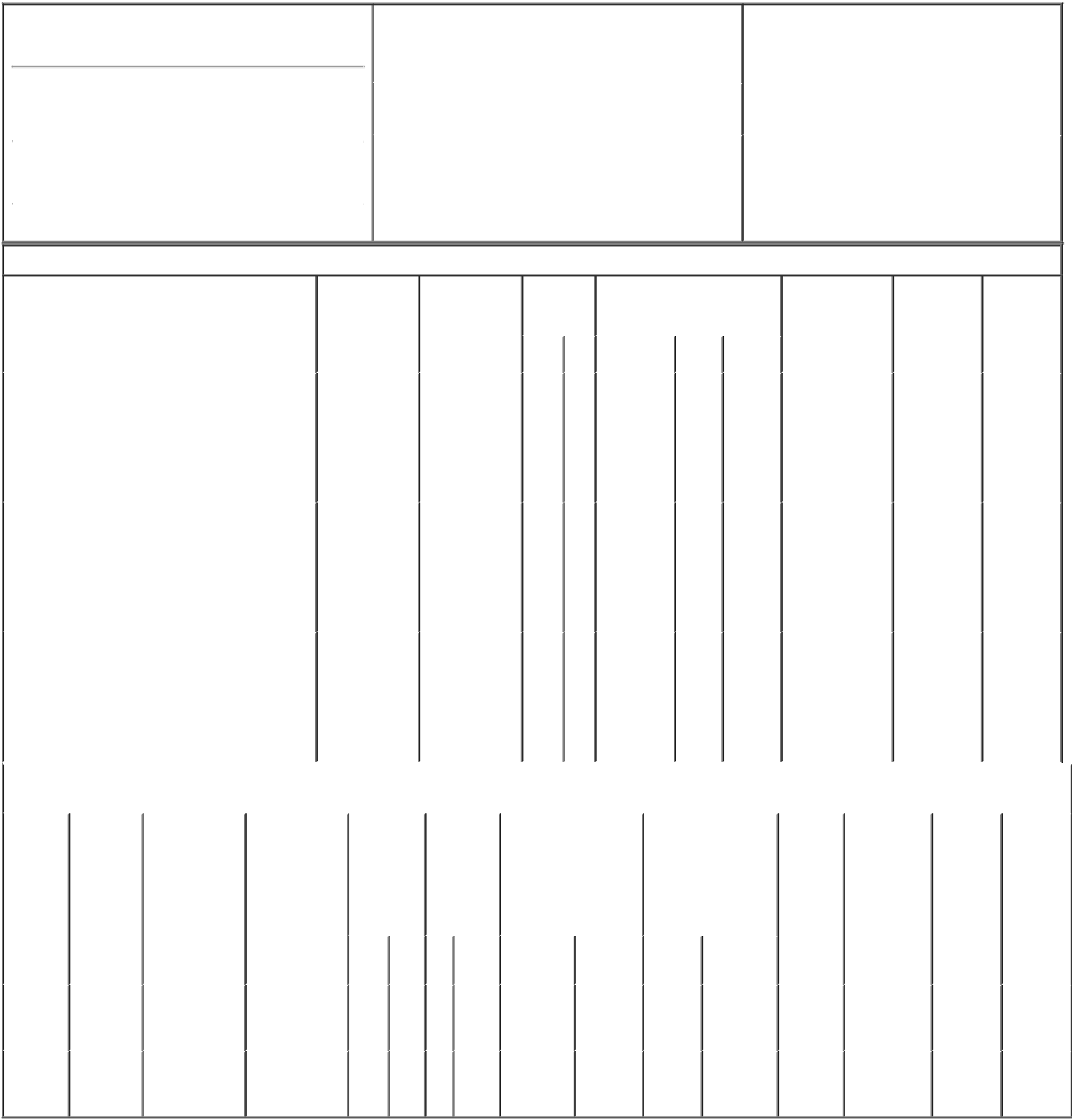
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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

[SUTARDJA PANTAS](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134282)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (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 ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) |  | X | Director | 10% Owner |  |
|  |  |  |  |  |
|  |  |  | X | Officer (give title | Other (specify |  |
|  |  |  | below) | below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |  |
|  |  | Vice President |  |  |
| 11/21/2005 | |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  | | |  |
|  | 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)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Sutardja | | | |  |
|  | Common Stock | |  | 11/21/2005 | |  |  | G | V | 58,000 | | D |  | $0(3) |  | 19,852,650 | |  | I | Chuk | | | |  |
|  |  |  |  |  |  |  | Revocable | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Sutardja | | | |  |
|  | Common Stock | |  | 11/22/2005 | |  |  | M |  | 40,000 | | A |  | $12 |  | 19,892,650 | |  | I | Chuk | | | |  |
|  |  |  |  |  |  |  |  | Revocable | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Sutardja | | | |  |
|  | Common Stock | |  | 11/22/2005 | |  |  | S |  | 40,000 | | D |  | $57 |  | 19,852,650 | |  | I | Chuk | | | |  |
|  |  |  |  |  |  |  |  | Revocable | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust | | | |  |
|  |  |  |  |  | | | | | | | | | | |  | |  |  |  |  |  |  |  |  |
|  |  |  |  | **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 of** | | | | | **8. Price of** | **9. Number of** | | **10.** |  | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | | |  | **Securities Underlying** | | | | | **Derivative** | **derivative** | | **Ownership** | | **of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | | |  | **Derivative Security** | | | | | **Security** | **Securities** | | **Form:** |  | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  |  |  | **(Instr. 3 and 4)** | | | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** |  | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  | **Acquired** |  |  |  |  |  |  |  |  |  |  | **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 of** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | | **Date** | | **Title** | | **Shares** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | $12.005 | 11/22/2005 |  | M | 40,000 |  | (1) | 06/06/2012 | | Common | |  | 160,000 |  | $0 | 160,000 | | D |  |  |  |  |  |
|  | (Right to |  |  |  | Stock |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | $18.25 |  |  |  |  |  | (2) | 12/26/2013 | | Common | | 1,320,000 | |  |  | 1,320,000 | | D |  |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. Vests 25% on 06/06/03 and 4,166.66 shares per month from 07/06/03 through 06/06/06. Options become exerciseable as they vest.

2. Vests 25% on 12/26/04; and 27,500 shares per month from 01/26/05 through 12/26/07. Options become exerciseable as they vest.

3. Voluntary dsiclosure of gifting of shares.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Remarks:** | | |  |  |
|  | Pantas 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.**