

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 | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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| 1. Name and Address of Reporting Person* <u>Weili Dai & Sehat Sutardja</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 [MRVL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President & CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
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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 | | | | | | | | 10,226,667 | I | By Sutardja Family Partners ⁽¹⁾ |
| Common Stock | 12/02/2005 | | S | | 311,136 | D | \$58.7815 | 26,126,158 ⁽²⁾⁽⁷⁾ | D | |
| Common Stock | 12/06/2005 | | M | | 282,308 | A | \$18.25 | 26,408,466 ⁽²⁾ | D | |
| Common Stock | 12/06/2005 | | S | | 282,308 | D | \$59.74 | 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 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 Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$12.005 | | | | | | | ⁽³⁾ | 06/06/2012 | Common Stock | 29,167 ⁽³⁾ | | 29,167 ⁽³⁾ | D | |
| Stock Option (Right to Buy) | \$12.005 | | | | | | | ⁽⁴⁾ | 06/06/2012 | Common Stock | 58,334 ⁽⁴⁾ | | 58,334 ⁽⁴⁾ | D | |
| Stock Option (Right to Buy) | \$18.25 | | | | | | | ⁽⁵⁾ | 12/26/2013 | Common Stock | 1,041,667 ⁽⁵⁾ | | 1,041,667 ⁽⁵⁾ | D | |
| Stock Option (Right to Buy) | \$18.25 | 12/06/2005 | | M | | | 282,308 | ⁽⁶⁾ | 12/26/2013 | Common Stock | 1,991,798 ⁽⁶⁾ | \$0 | 1,991,798 ⁽⁶⁾ | D | |

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| 1. Name and Address of Reporting Person* <u>Weili Dai & Sehat Sutardja</u> (Last) (First) (Middle) <u>700 FIRST AVENUE</u> (Street) <u>SUNNYVALE CA 94089</u> (City) (State) (Zip) | 1. Name and Address of Reporting Person* <u>Sehat Sutardja & Weili Dai</u> (Last) (First) (Middle) <u>700 FIRST AVENUE</u> |
|--|---|

| | | |
|-----------|---------|-------|
| (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 exercisable 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 exercisable 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 exercisable 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 exercisable 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. Entry to correct sale price on 311,136 shares sold on 12/02/05. Correct sales price for shares sold is \$58.7815, instead of \$57.548 as was erroneously reported on Form 4 dated 12/01/05, filed on 12/05/05.

Remarks:

Weili Dai & Dr. Sehat Sutardja

12/08/2005

** 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.