

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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1. Name and Address of Reporting Person* <u>HERVEY GEORGE</u> (Last) (First) (Middle) <u>5488 MARVELL LANE</u> (Street) <u>SANTA CLARA CA</u> <u>95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARVELL TECHNOLOGY GROUP LTD</u> [<u>MRVL</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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			
<u>Common Stock</u>	<u>12/19/2005</u>		<u>M</u>		<u>3,000</u>	<u>A</u>	<u>\$15.345</u>	<u>77,517</u>	<u>D</u>	
<u>Common Stock</u>	<u>12/19/2005</u>		<u>S</u>		<u>3,000</u>	<u>D</u>	<u>\$60.04</u>	<u>74,517</u>	<u>D</u>	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Employee Stock Option (Right to Buy)</u>	<u>\$5</u>						(1)	<u>05/08/2010</u>	<u>Common Stock</u>	<u>39,000</u>		<u>39,000</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>\$15.345</u>	<u>12/19/2005</u>		<u>M</u>		<u>3,000</u>	(2)	<u>02/28/2012</u>	<u>Common Stock</u>	<u>56,000</u>	<u>\$0</u>	<u>56,000</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>\$6.935</u>						(3)	<u>10/16/2012</u>	<u>Common Stock</u>	<u>140,000</u>		<u>140,000</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)</u>	<u>\$12.37</u>						(4)	<u>05/05/2013</u>	<u>Common Stock</u>	<u>100,000</u>		<u>100,000</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$18.95</u>						(5)	<u>01/02/2014</u>	<u>Common Stock</u>	<u>140,000</u>		<u>140,000</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$22.475</u>						(6)	<u>04/16/2014</u>	<u>Common Stock</u>	<u>17,840</u>		<u>17,840</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$35.46</u>						(7)	<u>03/18/2015</u>	<u>Common Stock</u>	<u>12,106</u>		<u>12,106</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$35.45</u>						(8)	<u>04/11/2015</u>	<u>Common Stock</u>	<u>70,000</u>		<u>70,000</u>	<u>D</u>	

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 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.
3. Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exercisable as they vest.

- 4. Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exercisable as they vest.
- 5. Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exercisable as they vest.
- 6. Of such 17,840 shares, all shares are fully vested and exercisable on 04/16/04.
- 7. Of such 12,106 shares, all shares are fully vested and exercisable on 02/01/05.
- 8. Of such 70,00 shares, vests 70,000 shares on 04/11/2009; Options become exercisable as they vest.

Remarks:

[George Hervey](#)[12/21/2005](#)

** Signature of Reporting PersonDate

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.