

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

1. Name and Address of Reporting Person* <u>CIOFFI JOHN M</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>01/27/2006</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 10% Owner Officer (give title below) Other (specify below) 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			
Common Stock	01/27/2006		S		5,000	D	\$69.21	225,000 ⁽⁷⁾	D	
Common Stock	01/27/2006		S		5,000	D	\$70	220,000 ⁽⁷⁾	D	
Common Stock	01/27/2006		S		5,000	D	\$72.5	215,000 ⁽⁷⁾	D	
Common Stock	01/27/2006		M		5,000	A	\$7.5	220,000 ⁽⁷⁾	D	
Common Stock	01/27/2006		S		5,000	D	\$69.21	215,000 ⁽⁷⁾	D	
Common Stock	01/27/2006		M		5,000	A	\$7.5	220,000 ⁽⁷⁾	D	
Common Stock	01/27/2006		S		5,000	D	\$70	215,000 ⁽⁷⁾	D	
Common Stock	01/27/2006		M		5,000	A	\$7.5	220,000 ⁽⁷⁾	D	
Common Stock	01/27/2006		S		5,000	D	\$72.5	215,000 ⁽⁷⁾	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)	\$7.5	01/27/2006		M			5,000	(1)	06/26/2010	Common Stock	25,000	\$0	25,000	D	
Stock Option (Right to Buy)	\$7.5	01/27/2006		M			5,000	(1)	06/26/2010	Common Stock	20,000	\$0	20,000	D	
Stock Option (Right to Buy)	\$7.5	01/27/2006		M			5,000	(1)	06/26/2010	Common Stock	15,000	\$0	15,000	D	
Stock Option (Right to Buy)	\$10.29							(2)	06/21/2011	Common Stock	12,000		12,000	D	
Stock Option (Right to Buy)	\$10.795							(3)	06/21/2012	Common Stock	12,000		12,000	D	
Stock Option (Right to Buy)	\$16.655							(4)	06/27/2013	Common Stock	12,000		12,000	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)	\$23.785							(5)	05/28/2014	Common Stock	12,000		12,000	D	
Stock Option (Right to Buy)	\$40.27							(6)	06/10/2015	Common Stock	6,000		6,000	D	

Explanation of Responses:

- Of such 60,000 shares, vests 20% on 06/26/01 and 1,000 shares per month from 07/26/01 through 06/26/05; Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.
- Of such 12,000 shares, vests 1,000 shares per month from 07/21/05 through 06/21/06; Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.
- Of such 12,000 shares, vests 1,000 shares per month from 07/21/06 through 06/21/07. Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.
- Of such 12,000 shares, vests 1,000 shares per month from 07/27/07 through 06/27/08. Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.
- Of such 12,000 shares, vests 1,000 shares per month from 06/29/08 through 05/28/09. Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.
- Of such 6,000 shares, vests 500 shares per month from 07/10/2009 through 06/10/2010; Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.
- This trade was done subject to a 10b5-1 plan entered into by Reporting Person on November 7, 2005. All shares have been fully vested and exercised.

Remarks:

John Cioffi

** Signature of Reporting Person

01/31/2006

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.