SEC Form 4

**FORM 4**

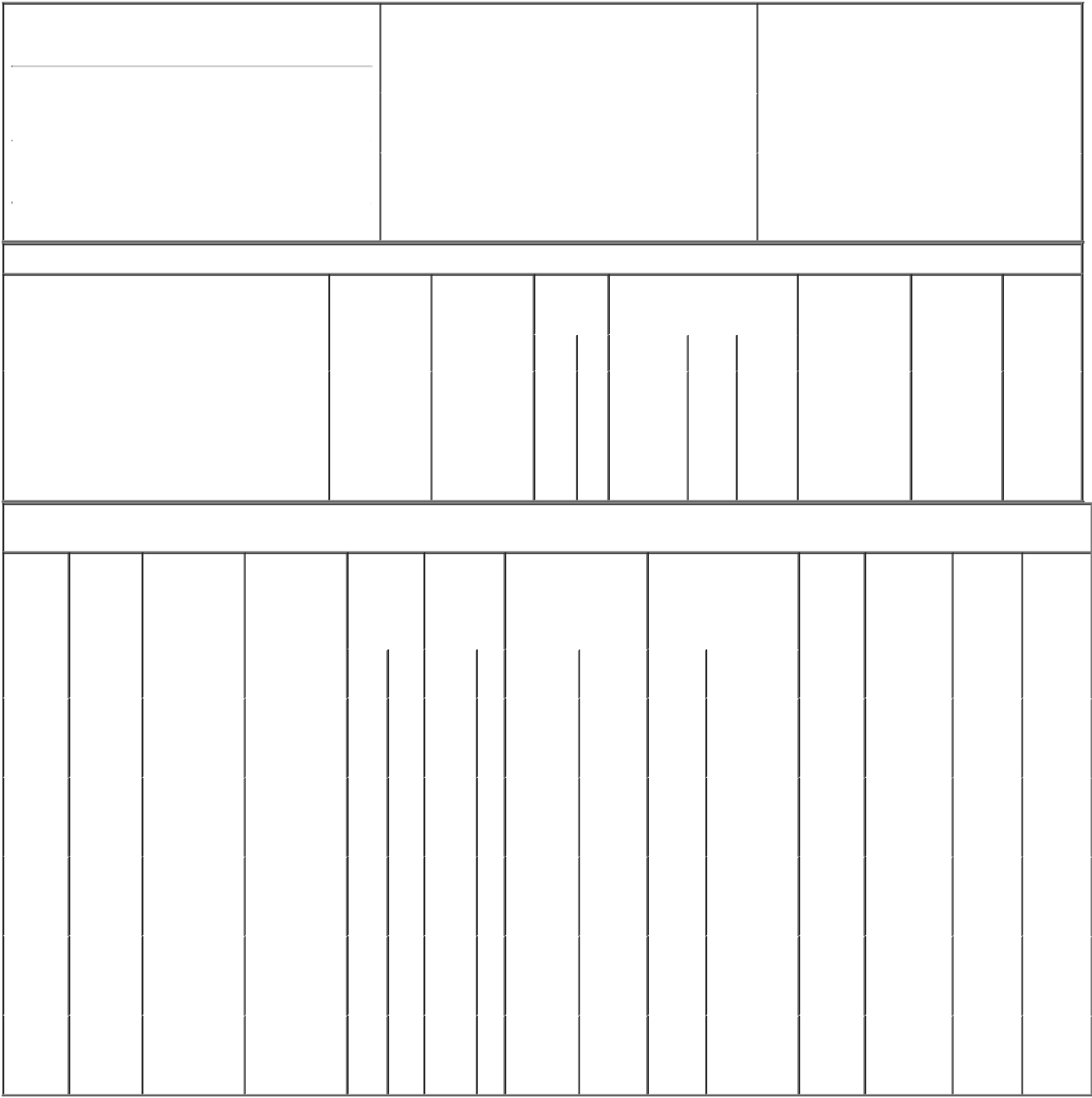
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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) |
|  | 5488 MARVELL LANE | |  |
|  |  |  |  |
| (Street) | |  |  |
|  | SANTA CLARA | CA | 95054 |
|  |  |  |  |
|  | (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 | 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) | |  | Vice President |  |  |
| 03/10/2006 | |  |  |  |  |  |
|  |  |  |  | | |  |
|  | 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 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 |  |
|  |  |  |  |  |  |  |  |  | Sutardja |  |
| Common Stock |  |  |  |  |  |  | 19,392,150 | 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 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** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock | $68.75(1) |  |  |  |  |  |  | (2) |  | Common | 109,000(2) |  | 109,000(2) |  |  |  |
| Option | 03/10/2006 |  | A |  | 109,000 |  | 01/31/2016 | $0 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  | J(3) |  |  |  | (4)(5) |  | Common | 89,000(4)(5) |  | 89,000(4)(5) |  |  |  |
| Option | $49.59 | 05/25/2006 |  | V | 89,000 |  | 05/25/2016 | $0 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  | J(6) |  |  |  | (7)(8) |  | Common | 89,000(7)(8) |  | 89,000(7)(8) |  |  |  |
| Option | $49.59 | 05/25/2006 |  | V | 89,000 |  | 05/25/2016 | $0 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  | (9) |  | Common | 20,834(9) |  | 20,834(9) |  |  |  |
| Option | $12.005 |  |  |  |  |  |  | 06/06/2012 |  | D |  |  |
| (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  | (10) |  | Common | 1,259,166(10) |  | 1,259,166(10) |  |  |  |
| Option | $18.25 |  |  |  |  |  |  | 12/26/2013 |  | D |  |  |
| (Right to |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. The exercise price of this option is $68.75, the highest closing price of the Company's common stock for the period commencing January 31, 2006, the vesting start date, and ending on March 10, 2006, the grant date.
2. Vests 100% on 01/31/2009.
3. Represents the acquisition of an option to purchase 89,000 shares which will vest upon the satisfaction of certain performance criteria.
4. This option shall become vested and fully exercisable and the shares will be fully vested on the 10-K Due Date corresponding to the first fiscal year ending on or prior to January 30, 2010 in which Pro Forma EPS for such fiscal year exceeds $2.78 (the "Target EPS"). The Target EPS shall be proportionately adjusted by the Executive Compensation Committee of the Board for any stock split, reverse stock split, stock dividend, share combination, recapitalization or similar event effected subsequent to the date of grant (and shall be adjusted to be $1.39 should the 2-for-1 stock split in the form of a stock dividend approved, subject to shareholder approval of an increase in the Company's authorized share capital, by the Board on February 21, 2006, be effected). As used herein, "10-K Due Date" shall mean, with respect to the fiscal year in question, the prescribed due date on which the Company's Annual Report on Form 10-K is required to be filed (Continued on Footnote 5).
5. Continuation of Footnote 4: with the Securities and Exchange Commission. "Pro Forma EPS" shall be calculated by adjusting diluted net income per share under generally accepted accounting principles ("GAAP EPS") for the impact of (i) non-cash stock-based compensation charges by adding to GAAP EPS non-cash stock-based compensation expense recognized under Statement of Financial Accounting Standard No. 123 (R) ("SFAS 123R"), and (ii) non-cash charges associated with purchase accounting and other write-off related expenses by adding to GAAP EPS amortization and write-off of acquired intangible assets and other, and acquired in-process research and development. If this option shall not have become vested and fully exercisable as of the 10-K Due Date for the fiscal year ending January 30, 2010, this option shall terminate and be of no further force or effect.
6. Represents the acquisition of an option to purchase 89,000 shares which will vest upon the satisfaction of certain performance criteria.
7. This option shall become vested and fully exercisable and the shares will be fully vested on the 10-K Due Date corresponding to the first fiscal year ending on or prior to January 30, 2010 in which Pro Forma EPS for such fiscal year exceeds $4.17 (the "Target EPS"). The Target EPS shall be proportionately adjusted by the Executive Compensation Committee of the Board for any stock split, reverse stock split, stock dividend, share combination, recapitalization or similar event effected subsequent to the date of grant (and shall be adjusted to be $2.085 should the 2-for-1 stock split in the form of a stock dividend approved, subject to shareholder

approval of an increase in the Company's authorized share capital, by the Board on February 21, 2006, be effected). As used herein, "10-K Due Date" shall mean, with respect to the fiscal year in question, the prescribed due date on which the Company's Annual Report on Form 10-K is required to be filed (Continued on Footnote 8).

1. Continuation of Footnote 7: with the Securities and Exchange Commission. "Pro Forma EPS" shall be calculated by adjusting diluted net income per share under generally accepted accounting principles ("GAAP EPS") for the impact of (i) non-cash stock-based compensation charges by adding to GAAP EPS non-cash stock-based compensation expense recognized under Statement of Financial Accounting Standard No. 123 (R) ("SFAS 123R"), and (ii) non-cash charges associated with purchase accounting and other write-off related expenses by adding to GAAP EPS amortization and write-off of acquired intangible assets and other, and acquired in-process research and development. If this option shall not have become vested and fully exercisable as of the 10-K Due Date for the fiscal year ending January 30, 2010, this option shall terminate and be of no further force or effect.
2. 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.
3. 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.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| Pantas Sutardja |  | 05/26/2006 |
| \*\* 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.**