SEC Form 4

**FORM 4**

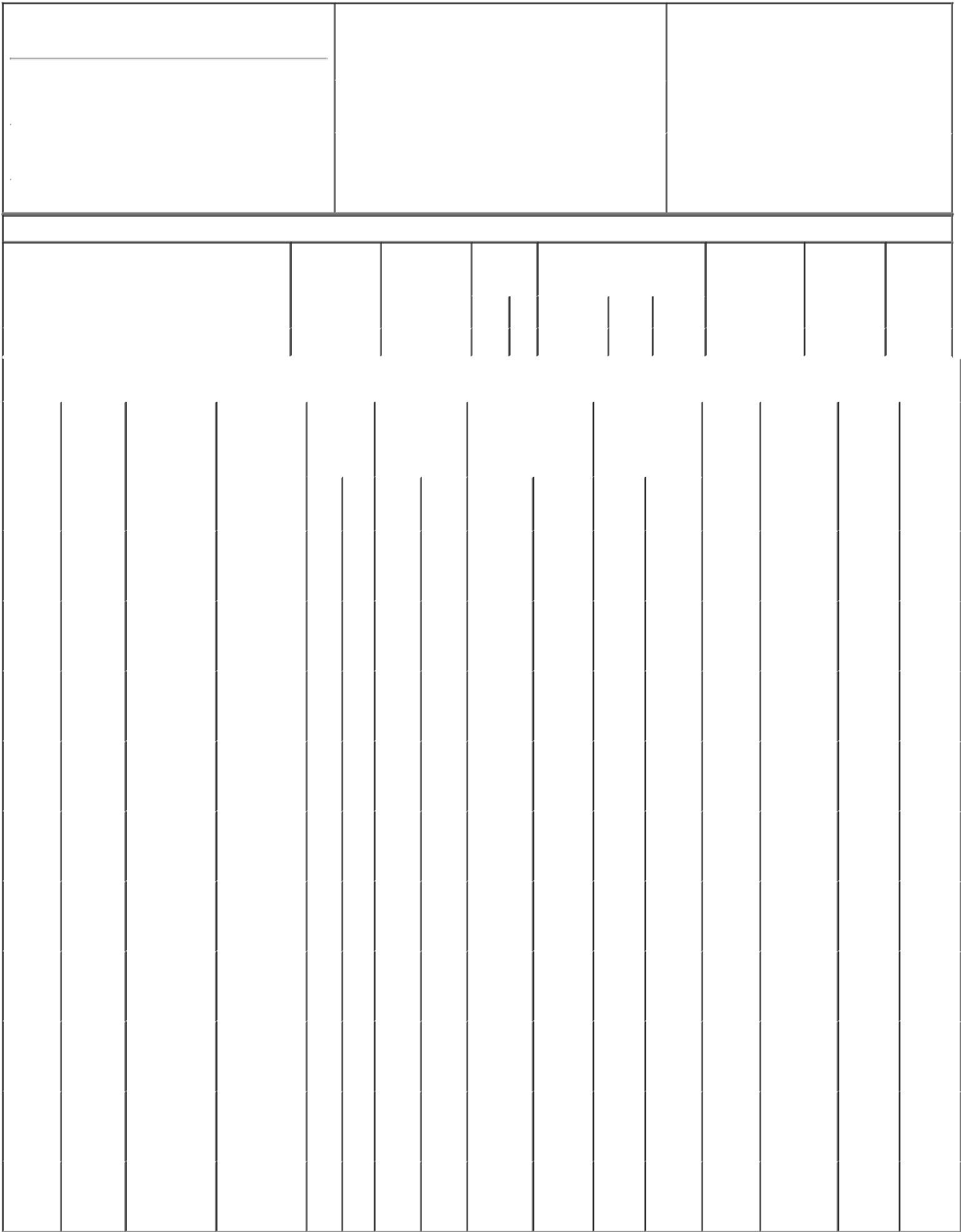
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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

[HERVEY GEORGE](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001189880)

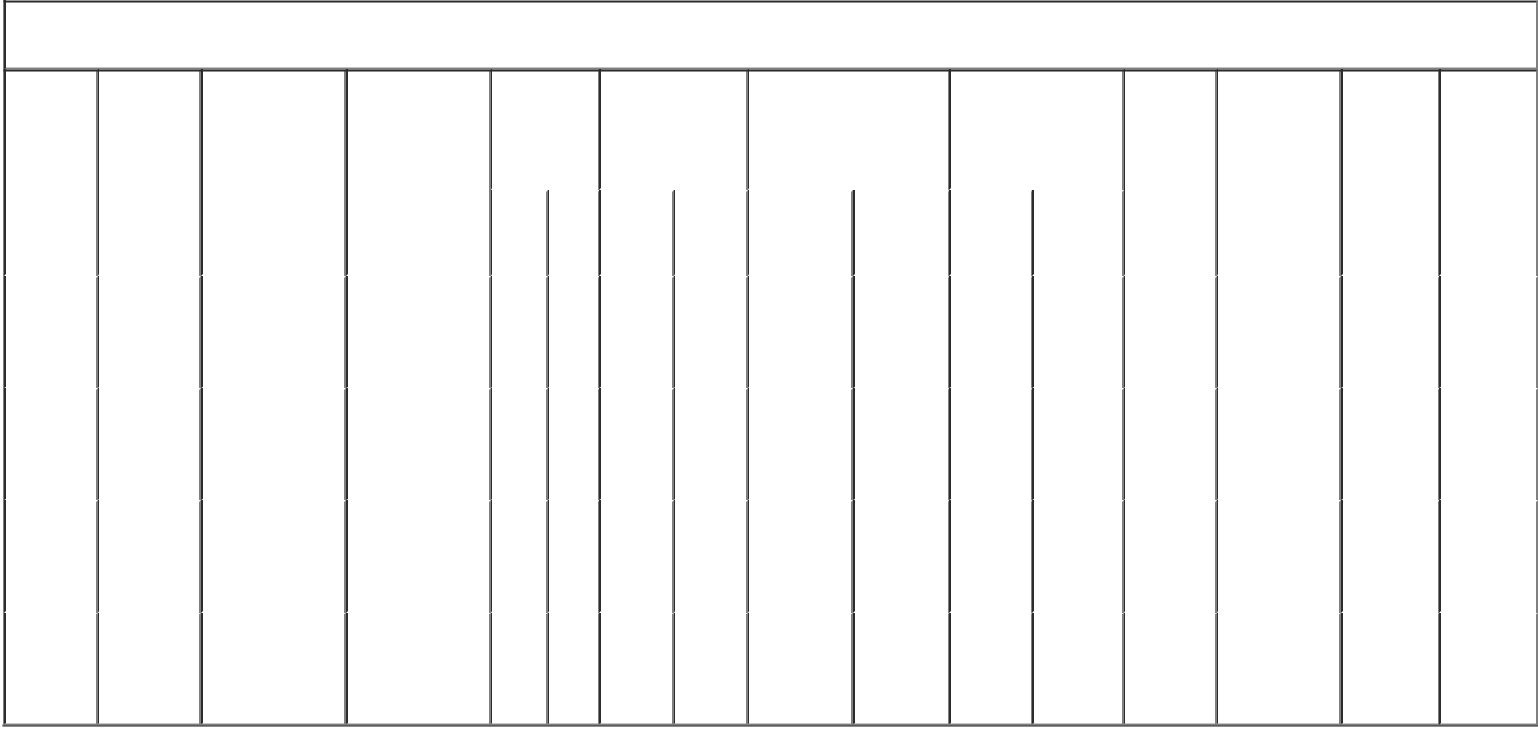
|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 5488 MARVELL LANE | |  |
|  |  |  |  |
| (Street) | |  |  |
|  | SANTA CLARA CA | | 95054 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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) | |  |  |
|  |  |  |  |  |
|  |  |  |  | Director | 10% Owner |  |
| MRVL ] | | |  |  |
| X | Officer (give title | Other (specify |  |
|  |  |  |  |
|  |  |  | below) | below) |  |
|  |  |  |  |  |
|  |  |  |  | Chief Financial Officer | |  |
| 3. Date of Earliest Transaction (Month/Day/Year) | | |  |  |
| 12/27/2006 | |  |  |  |  |  |
|  |  |  |  | | |  |
| 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** |  | **(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)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |
|  | Common Stock | |  |  |  |  |  |  |  |  |  |  | 190,282(10) | |  | D |  |  |  |
|  |  |  |  | **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** | | | **8. Price of** | **9. Number of** | | **10.** | **11. Nature** | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** |  | **Expiration Date** | | **of Securities** | | | **Derivative** | **derivative** | | **Ownership of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** |  | **(Month/Day/Year)** | | **Underlying** |  |  | **Security** | **Securities** | | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A) or** | |  |  | **Derivative Security** | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | **Ownership** | |  |
|  |  | **Derivative** |  |  |  | **Disposed of (D)** | |  |  | **(Instr. 3 and 4)** | | |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | |  |
|  |  | **Security** |  |  |  | **(Instr. 3, 4 and 5)** | |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** | |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** | |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **of Shares** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | D(1) |  |  | (1)(10) |  | Common | 24,212 |  | (1) |  |  |  |  |  |  |
|  | Option | $17.73 | 12/27/2006 |  |  | 24,212 | 03/18/2015 |  | 0 |  | D |  |  |  |
|  |  |  | Stock |  |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | A(1) |  |  | (1)(10) |  | Common | 24,212 |  | (1) |  |  |  |  |  |  |
|  | Option | $10.91 | 12/27/2006 |  | 24,212 |  | 03/18/2015 |  | 24,212 | | D |  |  |  |
|  |  |  | Stock |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | D(2) |  |  | (2)(10) |  | Common | 280,000 |  | (2) |  |  |  |  |  |  |
|  | Option | $9.475 | 12/27/2006 |  |  | 280,000 | 01/02/2014 |  | 0 |  | D |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | A(2) |  |  | (2)(10) |  | Common | 280,000 |  | (2) |  |  |  |  |  |  |
|  | Option | $9.81 | 12/27/2006 |  | 280,000 |  | 01/02/2014 |  | 280,000 | | D |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | D(3) |  |  | (3)(10) |  | Common | 200,000 |  | (3) |  |  |  |  |  |  |
|  | Option | $6.185 | 12/27/2006 |  |  | 200,000 | 05/05/2013 |  | 0 |  | D |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | A(3) |  |  | (3)(10) |  | Common | 200,000 |  | (3) |  |  |  |  |  |  |
|  | Option | $8.995 | 12/27/2006 |  | 200,000 |  | 05/05/2013 |  | 200,000 | | D |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | D(4) |  |  | (4)(10) |  | Common | 280,000 |  | (4) |  |  |  |  |  |  |
|  | Option | $3.4675 | 12/27/2006 |  |  | 280,000 | 10/16/2012 |  | 0 |  | D |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | A(4) |  |  | (4)(10) |  | Common | 280,000 |  | (4) |  |  |  |  |  |  |
|  | Option | $5.1275 | 12/27/2006 |  | 280,000 |  | 10/16/2012 |  | 280,000 | | D |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | D(5) |  |  | (5)(10) |  | Common | 6,668 |  | (5) |  |  |  |  |  |  |
|  | Option | $7.6725 | 12/27/2006 |  |  | 6,668 | 02/28/2012 |  | 0 |  | D |  |  |  |
|  |  |  | Stock |  |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  | A(5) |  |  | (5)(10) |  | Common | 6,668 |  | (5) |  |  |  |  |  |  |
|  | Option | $10.09 | 12/27/2006 |  | 6,668 |  | 02/28/2012 |  | 6,668 | | D |  |  |  |
|  |  |  | Stock |  |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**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** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** |  | **Expiration Date** | | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** |  | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A) or** | |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Disposed of (D)** | |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(Instr. 3, 4 and 5)** | |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  | (6)(10) |  | Common | 38,000 |  |  |  |  |  |
| Option | $2.5 |  |  |  |  |  | 05/08/2010 |  | 38,000 | D |  |  |
|  |  |  |  |  | Stock |  |  |  |
| (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  | (7)(10) |  | Common | 35,680 |  |  |  |  |  |
| Option | $11.2375 |  |  |  |  |  | 04/16/2014 |  | 35,680 | D |  |  |
|  |  |  |  |  | Stock |  |  |  |
| (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  | (8)(10) |  | Common | 140,000 |  |  |  |  |  |
| Option | $17.725 |  |  |  |  |  | 04/11/2015 |  | 140,000 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  | (9)(10) |  | Common | 60,000 |  |  |  |  |  |
| Option | $23.875 |  |  |  |  |  | 06/07/2016 |  | 60,000 | D |  |  |
|  |  |  |  |  | Stock |  |  |  |
| (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. The reported transactions result from an agreement with Marvell Technology Group Ltd. (the "Company") involving the reformation of an outstanding option, resulting, for Section 16 reporting purposes only, in the deemed cancellation of the old option and the grant of a replacement option. The reformation increased the exercise price of the option deemed, for section 16 reporting purposes, to have been cancelled and replaced. The other terms of the option, which was originally granted on March 18, 2005, remain unchanged. This option is fully vested and exercisable.
2. The reported transactions result from an agreement with the Company involving the reformation of an outstanding option, resulting, for Section 16 reporting purposes only, in the deemed cancellation of the old option and the grant of a replacement option. The reformation increased the exercise price of the option deemed, for section 16 reporting purposes, to have been cancelled and replaced. The other terms of the option, which was originally granted on January 2, 2004, remain unchanged. This option provides for vesting as follows: of such 280,000 shares, vests 280,000 shares on 01/02/2008. Options become exercisable as they vest.
3. The reported transactions result from an agreement with the Company involving the reformation of an outstanding option, resulting, for Section 16 reporting purposes only, in the deemed cancellation of the old option and the grant of a replacement option. The reformation increased the exercise price of the option deemed, for section 16 reporting purposes, to have been cancelled and replaced. The other terms of the option, which was originally granted on May 5, 2003, remain unchanged. This option is fully vested and exercisable.
4. The reported transactions result from an agreement with the Company involving the reformation of an outstanding option, resulting, for Section 16 reporting purposes only, in the deemed cancellation of the old option and the grant of a replacement option. The reformation increased the exercise price of the option deemed, for section 16 reporting purposes, to have been cancelled and replaced. The other terms of the option, which was originally granted on October 16, 2002, remain unchanged. This option provides for vesting as follows:of such 280,000 shares, vests 280,000 shares on 10/16/2007. Options become exercisable as they vest.
5. The reported transactions result from an agreement with the Company involving the reformation of an outstanding option, resulting, for Section 16 reporting purposes only, in the deemed cancellation of the old option and the grant of a replacement option. The reformation increased the exercise price of the option deemed, for section 16 reporting purposes, to have been cancelled and replaced. The other terms of the option, which was originally granted on February 28, 2002, remain unchanged. This option is fully vested and exercisable.
6. This option is fully vested and exercisable.
7. This option is fully vested and exercisable.
8. Of such 140,000 shares, vests 140,000 shares on 04/11/2009; Options become exercisable as they vest.
9. Of such 60,000 shares, vests 60,000 shares on 06/07/2010; Options become exercisable as they vest.
10. On July 10, 2006, the common stock of MRVL split 2-for-1. All beneficially owned securities and derivative securities beneficially owned by the reporting person and the respective option prices have been adjusted accordingly.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ George Hervey By: George | | | 12/28/2006 | |  |
| Hervey |  |  |  |
|  |  |  |
| \*\* 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.**