SEC Form 4

**FORM 4**

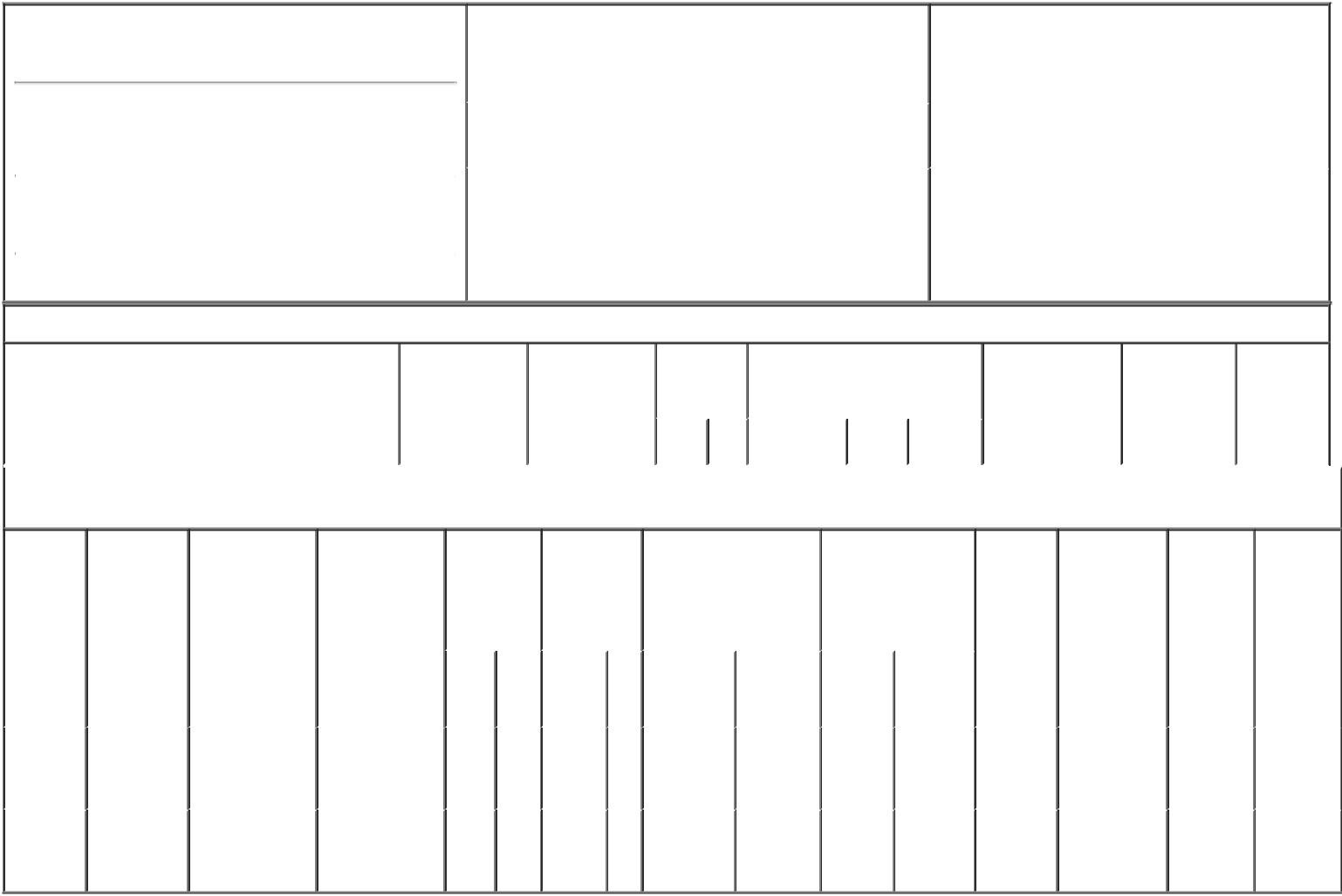
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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) | |  |  |
|  | [MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) |  | X | Director | 10% Owner |  |
|  |  |  |  |  |
|  |  |  | X | Officer (give title | Other (specify |  |
|  |  |  | below) | below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |  |
|  |  | CTO, Acting COO | |  |
| 12/28/2007 | |  |  |  |
|  |  |  |  |  |
|  |  |  |  | | |  |
|  | 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)** |  |  |
|  |  |  |  |  |  | **(A) or** |  |  |  |  |
|  |  |  |  | **Code V** | **Amount** | **Price** | **Transaction(s)** |  |  |  |  |
|  |  |  |  | **(D)** | **(Instr. 3 and 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |

**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)** | |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **or Disposed** | |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **of (D) (Instr.** | |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  | **Date** | **Expiration** |  | **or** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A)** | **(D)** | **Title** | **Number** |  |  |  |  |  |
|  |  |  |  | **Exercisable** | **Date** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $14.01 | 12/28/2007 |  | A | 96,000 |  | (1) | 12/28/2017 | Common | 96,000 | $0 | 96,000 | D |  |  |
| (Right to |  |  | Shares |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Option | $14.01(2)(3)(4) | 12/28/2007 |  | A | 101,000 |  | (2)(3)(4) | 12/28/2017 | Common | 101,000 | $0 | 101,000 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |

Buy)

**Explanation of Responses:**

1. Option vests 1/48th (or the equivalent of 2,000 shares) per month effective June 1, 2007.
2. This Option shall become vested and fully exerciseable 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 29, 2011 in which Pro Forma EPS for such fiscal year exceeds 200% of Pro Forma EPS for the 2007 fiscal year (the "Target EPS"). Prior to such time, this Option shall not be vested or exerciseable and the Shares shall not be vested. 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 hereof. 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 with the Securities and Exchange Commisssion. "Pro Forma EPS" shall be calculated by adjusting diluted net income ... (continued in Footnote 3).
3. (Continuation of Footnote 2): ...per share under generally accepted accounting principles ("GAAP EPS") for the impact of (1) 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. Pro Forma EPS for all fiscal years shall be derived in a manner consistent with the derivation of pro forma non-GAAP net income per share for the fiscal year ended January 28, 2006 included in the Company's earnings release dated February 23, 2006. (continued in Footnote 4)
4. (Continuation of Footnotes 2 & 3) All interpretations and determinations with respect to the calculation of Pro Forma EPS shall be made by the Executive Compensation Committee of the Board, whose decisions shall be final and binding on all persons. The term of this Option shall expire on December 28, 2017, subject to earlier termination as set forth in the option agreement and the following sentence. If this Option shall not have become vested and fully exerciseable and the Shares fully vested as of the 10-K Due Date for the fiscal year ending January 29, 2011, this Option shall terminate and be of no further force or effect.

**Remarks:**

|  |  |  |
| --- | --- | --- |
| Pantas Sutardja | | 01/02/2008 |
|  |  |  |
| \*\* 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.**