

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

1. Name and Address of Reporting Person* <u>Rashkin Michael</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>]		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>Interim CFO</u>
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2007</u>		
			4. If Amendment, Date of Original Filed (Month/Day/Year)		
			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		

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			

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				
Employee Stock Option (Right to Buy)	\$14.01	12/28/2007		A		20,000		(1)	12/28/2017	Common Stock	20,000	(1)	20,000	D	
Employee Stock Option (Right to Buy)	\$14.01	12/28/2007		A		13,179		(2)	12/28/2017	Common Stock	13,179	(2)	13,179	D	
Employee Stock Option (Right to Buy)	\$7.6725	12/31/2007		D ⁽³⁾			1,002	(4)	02/28/2012	Common Stock	0	\$0	0	D	
Employee Stock Option (Right to Buy)	\$10.09	12/31/2007		A ⁽³⁾		1,002		(4)	02/28/2012	Common Stock	1,002	\$0	1,002	D	
Employee Stock Option (Right to Buy)	\$4.6725	12/31/2007		D ⁽³⁾			20,000	(4)	03/10/2013	Common Stock	0	\$0	0	D	
Employee Stock Option (Right to Buy)	\$6.335	12/31/2007		A ⁽³⁾		20,000		(4)	03/10/2013	Common Stock	20,000	\$0	20,000	D	
Employee Stock Option (Right to Buy)	\$6.185	12/31/2007		D ⁽³⁾			16,000	(4)	05/05/2013	Common Stock	0	\$0	0	D	
Employee Stock Option (Right to Buy)	\$8.905	12/31/2007		A ⁽³⁾		16,000		(4)	05/05/2013	Common Stock	16,000	\$0	16,000	D	
Employee Stock Option (Right to Buy)	\$9.475	12/31/2007		D ⁽³⁾			20,000	(5)	01/02/2014	Common Stock	0	\$0	0	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				
Employee Stock Option (Right to Buy)	\$10.4	12/31/2007		A ⁽³⁾		20,000		(5)	01/02/2014	Common Stock	20,000	\$0	20,000	D	
Employee Stock Option (Right to Buy)	\$17.73	12/31/2007		D ⁽³⁾			16,000	(6)	03/18/2015	Common Stock	0	\$0	0	D	
Employee Stock Option (Right to Buy)	\$18.85	12/31/2007		A ⁽³⁾		16,000		(6)	03/18/2015	Common Stock	16,000	\$0	16,000	D	
Employee Stock Option (Right to Buy)	\$27.105	12/31/2007		D ⁽³⁾			24,000	(7)	03/17/2016	Common Stock	0	\$0	0	D	
Employee Stock Option (Right to Buy)	\$27.49	12/31/2007		A ⁽³⁾		24,000		(7)	03/17/2016	Common Stock	24,000	\$0	24,000	D	

Explanation of Responses:

1. Option vests 100% on 2/01/2011.
2. Fully vested and exerciseable.
3. The reported transaction results from 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, as originally granted remain unchanged.
4. Immediately exerciseable.
5. Option vests 100% on 01/02/2008.
6. Option vests 100% on 2/01/2009.
7. Option vests 100% on 2/01/2010.

Remarks:

Michael Rashkin

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.