SEC Form 4

**FORM 4**

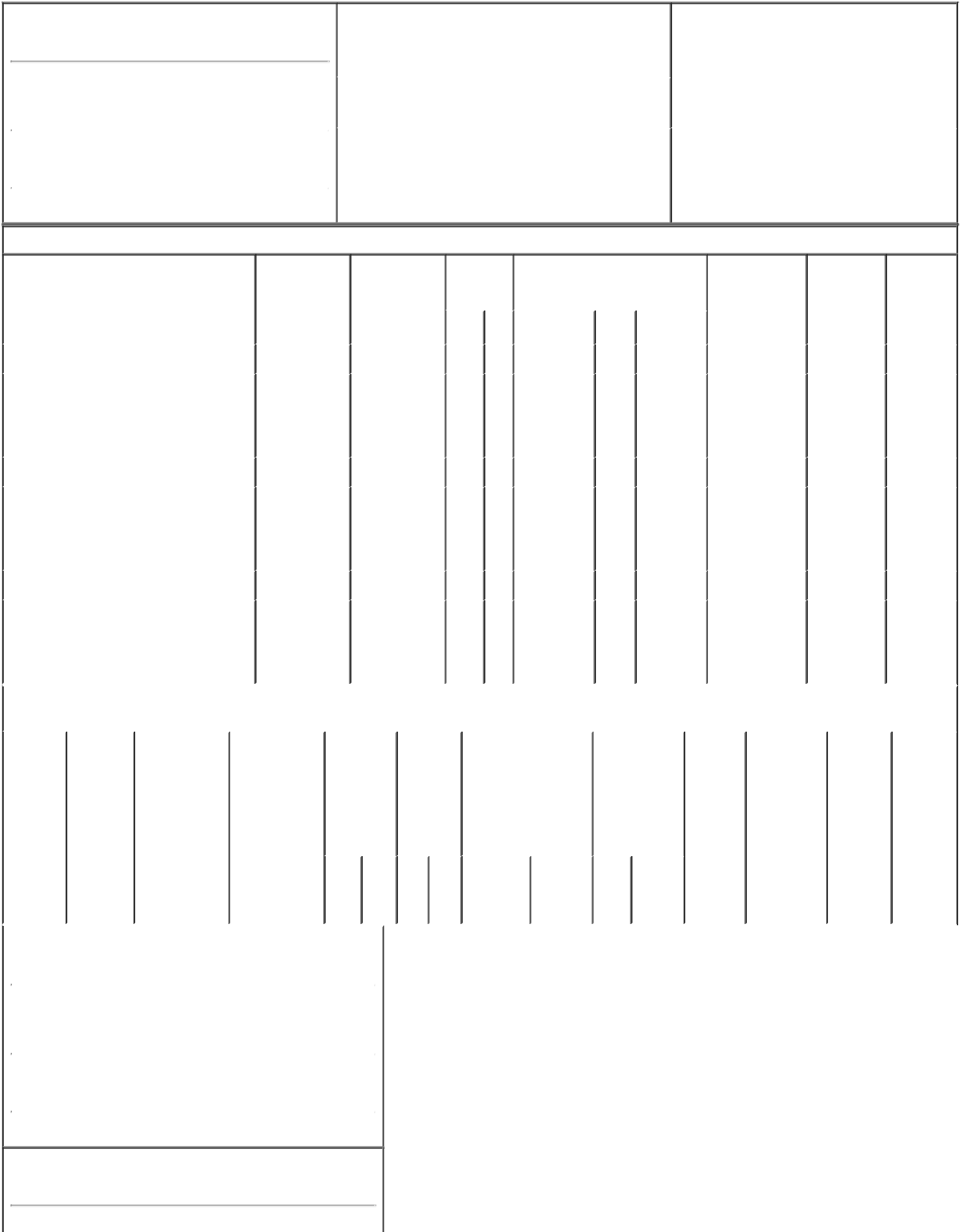
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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, Sehat](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134141)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (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 | X | 10% Owner |  |
|  |  |  |  |  |  |
|  |  |  | X | Officer (give title |  | Other (specify |  |
|  |  |  | below) |  | below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |  |  |
|  |  | President & CEO | | |  |
| 12/10/2008 | |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  | | | |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable | | | |  |

Line)

|  |  |  |
| --- | --- | --- |
|  | Form filed by One Reporting Person |  |
| X | 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 Shares | | | |  | 12/10/2008 | | |  |  |  |  |  |  | S | 1,653,833(1) | D | $6.6282(2) | | 51,773,484(3) | | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By The | |  |
|  | Common Shares | | | |  | 12/10/2008 | | |  |  |  |  |  |  | S | 708,785(1) | D | $6.6282(2) | | 19,744,549 | | I | Sutardja | |  |
|  |  |  |  |  |  |  |  | Family | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Partners(4) | |  |
|  | Common Shares | | | |  | 12/11/2008 | | |  |  |  |  |  |  | S | 1,232,428(1) | D | $6.4723(5) | | 50,541,056(3) | | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By The | |  |
|  | Common Shares | | | |  | 12/11/2008 | | |  |  |  |  |  |  | S | 528,183(1) | D | $6.4723(5) | | 19,216,366 | | I | Sutardja | |  |
|  |  |  |  |  |  |  |  | Family | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Partners(4) | |  |
|  | Common Shares | | | |  | 12/12/2008 | | |  |  |  |  |  |  | S | 3,563,739(1) | D | $6.4956(6) | | 46,977,317(3) | | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By The | |  |
|  | Common Shares | | | |  | 12/12/2008 | | |  |  |  |  |  |  | S | 963,032(1) | D | $6.3988(7) | | 18,253,334 | | I | Sutardja | |  |
|  |  |  |  |  |  |  |  | Family | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Partners(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 6. Date Exercisable and** | | | | **7. Title and** | | **8. Price of** | | **9. Number of 10.** | | **11. Nature** | |  |
|  | **Derivative** | | **Conversion** | | **Date** | **Execution Date,** | | **Transaction** | | | | | **of** | | **Expiration Date** | | **Amount of** | | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year)** | **if any** | | **Code (Instr.** | | | | | **Derivative** | | **(Month/Day/Year)** | | **Securities** | | **Security** | | **Securities** | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | | **Price of** | |  | **(Month/Day/Year)** | | **8)** |  |  |  |  | **Securities** | |  |  | **Underlying** | | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | |  |
|  |  |  | **Derivative** | |  |  |  |  |  |  |  |  | **Acquired** | |  |  | **Derivative** | |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |
|  |  |  | **Security** | |  |  |  |  |  |  |  |  | **(A) or** | |  |  | **Security (Instr. 3** | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** | |  |  | **and 4)** |  |  |  | **Reported** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** | |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** | |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code** | **V** | | | | **(A) (D)** | | **Exercisable Date** | | **Title** | **Shares** |  |  |  |  |  |  |  |
|  |  |  | |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Sutardja, Sehat](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134141) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) |  |  | (First) | (Middle) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 5488 MARVELL LANE | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | SANTA CLARA | | | CA | 95054 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  |  | (State) | (Zip) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

1. Name and Address of Reporting Person\*

[Dai, Weili](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134140)

(Last) (First) (Middle)

5488 MARVELL LANE

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | SANTA CLARA | CA | 95054 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

**Explanation of Responses:**

1. The shares had been previously pledged to collateralize a loan and were sold as the result of a margin call.
2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $6.50 to $6.93, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of Marvell, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (5), (6) and (7) to this Form 4.
3. These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.
4. Ms. Weili Dai and Dr. Sehat Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
5. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $6.18 to $6.65, inclusive.
6. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $6.10 to $6.655, inclusive.
7. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $6.10 to $6.59, inclusive.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| /s/ Sehat Sutardja | |  | 12/12/2008 | |
|  |  |  |  |  |
| /s/ Weili Dai |  |  | 12/12/2008 | |
|  |  | |  |  |
| \*\* 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.**