

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Wu Zining</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>] 3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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>CTO</u> 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
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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			
Common shares	04/01/2014		M		3,750	A	(1)	59,501	D	
Common shares	04/01/2014		F(2)		1,410	D	\$16.205	58,091	D	
Common shares	04/01/2014		M		5,000	A	(1)	63,091	D	
Common shares	04/01/2014		F(2)		1,880	D	\$16.205	61,211	D	
Common shares	04/01/2014		M		8,125	A	(1)	69,336	D	
Common shares	04/01/2014		F(2)		3,054	D	\$16.205	66,282	D	
Common shares	04/01/2014		M		16,000	A	(1)	82,282	D	
Common shares	04/01/2014		F(2)		6,013	D	\$16.205	76,269	D	
Common Shares	04/02/2014		S		17,398	D	\$16.2346(3)	58,871	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				
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M			3,750	(4)	04/01/2014	Common Shares	3,750	\$0.00	15,000	D	
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M			5,000	(5)	04/01/2015	Common Shares	5,000	\$0.00	15,000	D	
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M			8,125	(6)	04/01/2016	Common Shares	8,125	\$0.00	16,250	D	
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M			16,000	(7)	04/01/2014	Common Shares	16,000	\$0.00	16,000	D	

Explanation of Responses:

1. Each restricted stock unit represented a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
2. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units.
3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.23 to \$16.245, inclusive. The reporting person undertakes to provide 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 this footnote 3 to this Form 4.
4. 3,750 shares granted pursuant to a service-based RSU award for up to 15,000 shares were vested and released to Mr. Wu effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.
5. 5,000 shares granted pursuant to a service-based RSU award for up to 20,000 shares were vested and released to Mr. Wu effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date.

6. 8,125 shares granted pursuant to a service-based RSU award for up to 32,500 shares were vested and released to Mr. Wu effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.

7. 16,000 shares granted pursuant to a service-based RSU award for up to 16,000 shares were vested and released to Mr. Wu effective April 1, 2014. This grant fully vests on the first anniversary of April 1, 2013, the vesting commencement date.

Remarks:

/s/ Zining Wu
** Signature of Reporting Person

04/02/2014
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.

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