SEC Form 4

**FORM 4**

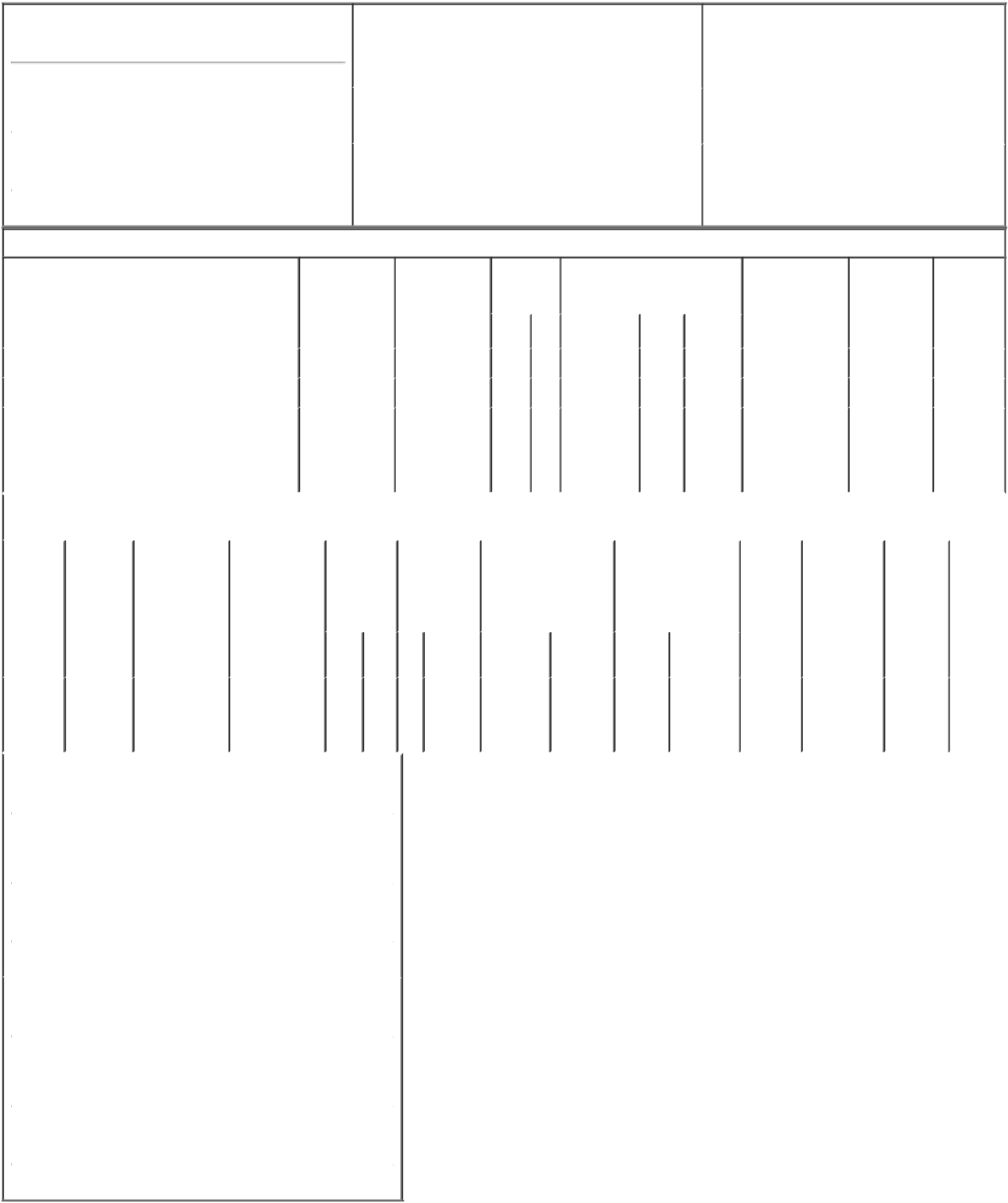
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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) | |  | Chief Executive Officer | | |  |
| 12/17/2013 | |  |  |  |  |  |  |
|  |  |  |  | | | |  |
|  | 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 Owned** | | **(D) or Indirect** | | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** |  | **(A) or** | **Price** | | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | |  |  |  |  |  | |  |  |  |  |  | |  |  |  |  | |  |  |  |  |  |  |  |
|  | Common shares | | | | | |  | 12/17/2013 | | |  |  |  | M | 1,000,000 | | A | $10.91 |  | 47,427,302(1) | |  | D |  |  |  |  |  |
|  | Common shares | | | | | |  | 12/17/2013 | | |  |  |  | F | 904,170(2) | | D | $13.56 |  | 46,523,132(1) | |  | D |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | | |  |
|  | Common shares | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  | 18,253,334 | |  | I | Sutardja | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Family | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Partners(3) | | | |  |
|  |  |  |  |  |  |  |  | **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 of** | | | | **8. Price of** | **9. Number of** | | **10.** |  | **11. Nature** | | |  |
|  | **Derivative** | | | **Conversion** | | | **Date** | **Execution Date,** | | **Transaction** |  | **Derivative** | **Expiration Date** | | | **Securities Underlying** | | | | **Derivative** | **derivative** | | **Ownership** | | **of Indirect** | | |  |
|  | **Security** | | | **or Exercise** | | | **(Month/Day/Year)** | **if any** | | **Code (Instr.** |  | **Securities** | **(Month/Day/Year)** | | | **Derivative Security** | | | | **Security** | **Securities** | | **Form:** |  | **Beneficial** | | |  |
|  | **(Instr. 3)** | | | **Price of** | | |  | **(Month/Day/Year)** | | **8)** |  | **Acquired (A)** |  |  |  | **(Instr. 3 and 4)** | | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** |  | **Ownership** | | |  |
|  |  |  |  | **Derivative** | | |  |  |  |  |  | **or Disposed of** |  |  |  |  |  |  |  |  | **Owned** |  | **or Indirect** | | **(Instr. 4)** | | |  |
|  |  |  |  | **Security** | | |  |  |  |  |  | **(D) (Instr. 3, 4** |  |  |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** | |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  |  | **Number of** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Code V** |  | **(A) (D)** | **Exercisable** | | **Date** | **Title** |  | **Shares** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | |  |  |  |  |  |  |  |  |  | (4) | |  | Common | | 1,000,000 |  |  |  |  |  |  |  |  |  |  |
|  | Option | | | $10.91 | |  | 12/17/2013 |  |  | M | 1,000,000 | | 12/26/2013 |  | $0.00 | 0 |  | D |  |  |  |  |  |
|  | (Right to | | |  |  |  |  |  |  |  |  |  |  |  |  | Shares | |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 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. 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. Dr. Sutardja and Ms. Dai are husband and wife.
2. These shares were withheld by the issuer to cover the exercise price and applicable taxes associated with the exercise of an employee stock option previously awarded in accordance with Rule 16b-3 of the Securities Exchange Act of 1934, as amended. The withholding of the shares is an exempt disposition pursuant to Rule 16b-3(e) and did not involve any market transaction or sale.
3. Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.

4. The option was fully vested on December 26, 2007 and would have expired December 26, 2013 if not exercised.

**Remarks:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| /s/ Sehat Sutardja | | | 12/19/2013 | |
|  |  |  |  |  |
| /s/ Weili Dai |  |  | 12/19/2013 | |
|  |  | |  |  |
| \*\* 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.**