SEC Form 4

**FORM 4**

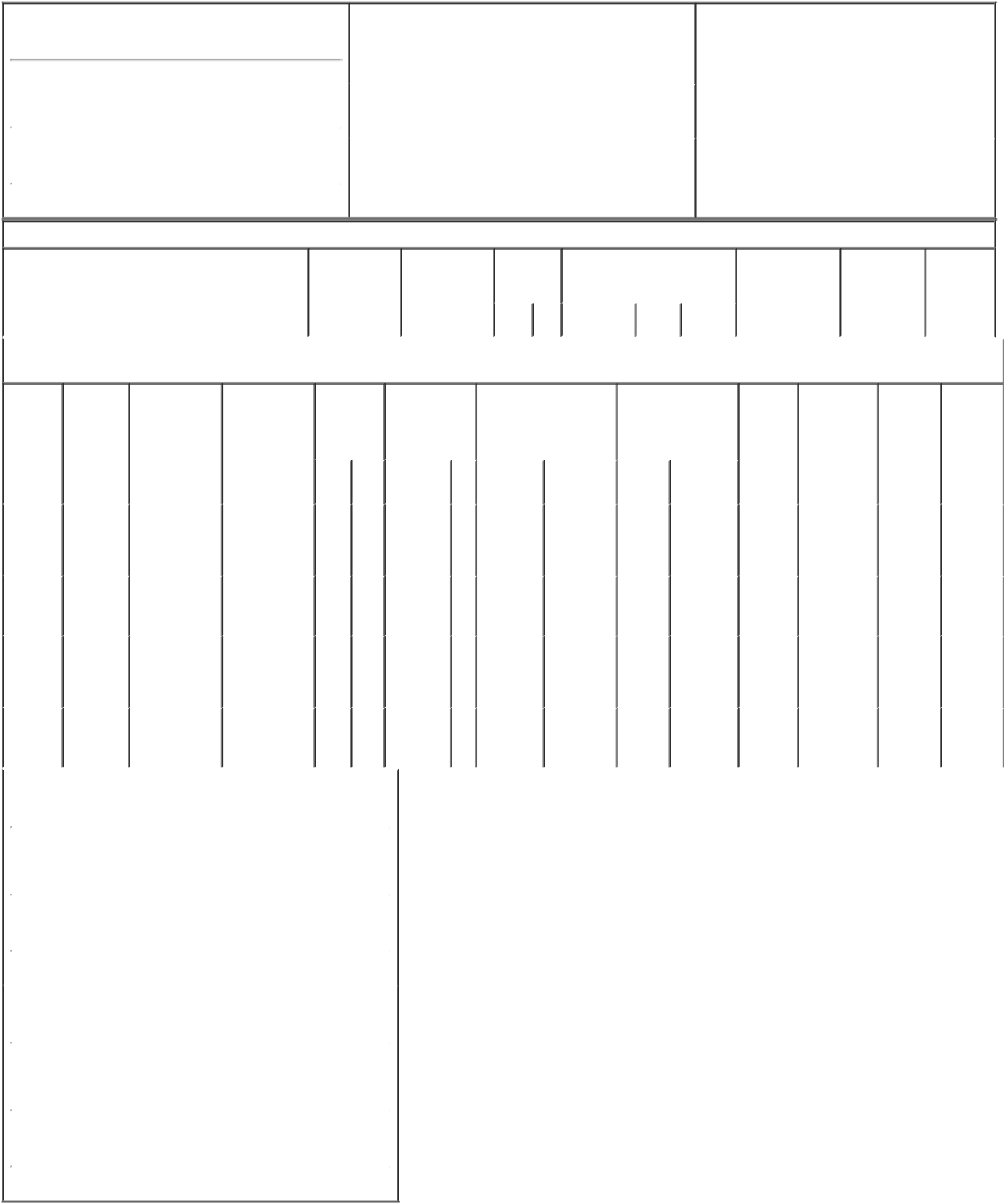
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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) | |  |  |  |
|  |  |  |  |  |  |
|  |  | | X | Director | X | 10% Owner |  |
|  | [MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) |  |  |
|  |  |  |  |  |  |
|  |  |  | X | Officer (give title |  | Other (specify |  |
|  |  |  | below) |  | below) |  |
|  |  |  |  |  |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  | President and CEO | | |  |
| 04/21/2012 | |  |  |  |  |  |  |
|  |  |  |  | | | |  |
|  | 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 Reported** | **(I) (Instr. 4)** | **Ownership** |  |  |
|  |  |  |  |  |  |  |  | **Transaction(s)** |  | **(Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | **(Instr. 3 and 4)** |  |  |  |  |
|  |  |  |  | **(D)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |

**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) or** | | | |  |  | **(Instr. 3 and 4)** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  |  |  |  | **Derivative** | | |  |  |  | **Disposed of (D)** | | | |  |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  |  |  |  | **Security** | | |  |  |  | **(Instr. 3, 4 and 5)** | | | |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number of** |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | **(A)** | | | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | |  |  |  |  |  |  | 1,500,000(1) | | |  | (2) |  | Common | 1,500,000 |  | 1,500,000(1) |  |  |  |
|  | Option | | | $15.2 | |  | 04/21/2012 |  | A |  | 04/21/2022 | $0 | D |  |  |
|  | (Right to | | |  |  |  |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |
|  | Buy) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | stock units | | | (3) | |  | 04/21/2012 |  | A | 200,000(4) | | |  | (5) | 04/01/2016(5) | Common | 200,000 | $0 | 200,000(4) | D |  |  |
|  | (Right to | | |  |  |  | Shares |  |  |
|  | Acquire) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | |  |  |  |  |  |  | 800,000(6) | | |  | (2) |  | Common | 800,000 |  | 800,000(6) |  |  |  |
|  | Option | | | $15.2 | |  | 04/21/2012 |  | A |  | 04/21/2022 | $0 | D |  |  |
|  |  |  |  | Shares |  |  |
|  | (Right to | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | stock units | | | (3) | |  | 04/21/2012 |  | A | 80,000(7) | | |  | (5) | 04/01/2016(5) | Common | 80,000 | $0 | 80,000(7) | D |  |  |
|  | (Right to | | |  |  |  | Shares |  |  |
|  | Acquire) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 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. Dr. Sehat Sutardja is the husband of Ms. Weili Dai. Dr. Sehat Sutardja holds this option in his own name. Ms. Dai may be deemed to be an indirect beneficial owner of this option.
2. Option vests at the rate of 1/4th of the shares annually beginning on the first anniversary of April 1, 2012, the vesting commencement date.
3. Each restricted stock unit represents a contingent right to receive one Marvell common share.
4. Dr. Sehat Sutardja is the husband of Ms. Dai. Dr. Sehat Sutardja holds this grant of restricted stock units in his own name. Ms. Dai may be deemed to be an indirect beneficial owner of this grant of restricted stock units.

1. Restricted stock units vest at the rate of 1/4th of the shares annually beginning on the first anniversary of April 1, 2012, the vesting commencement date.
2. Ms. Dai is the wife of Dr. Sehat Sutardja. Ms. Dai holds this option in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owner of this option.
3. Ms. Dai is the wife of Dr. Sehat Sutardja. Ms. Dai holds this grant of restricted stock units in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owner of this grant of restricted stock units.

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Sehat Sutardja | | | 04/24/2012 |
| /s/ Weili Dai |  |  | 04/24/2012 |
| \*\* 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.**