SEC Form 4

**FORM 4**

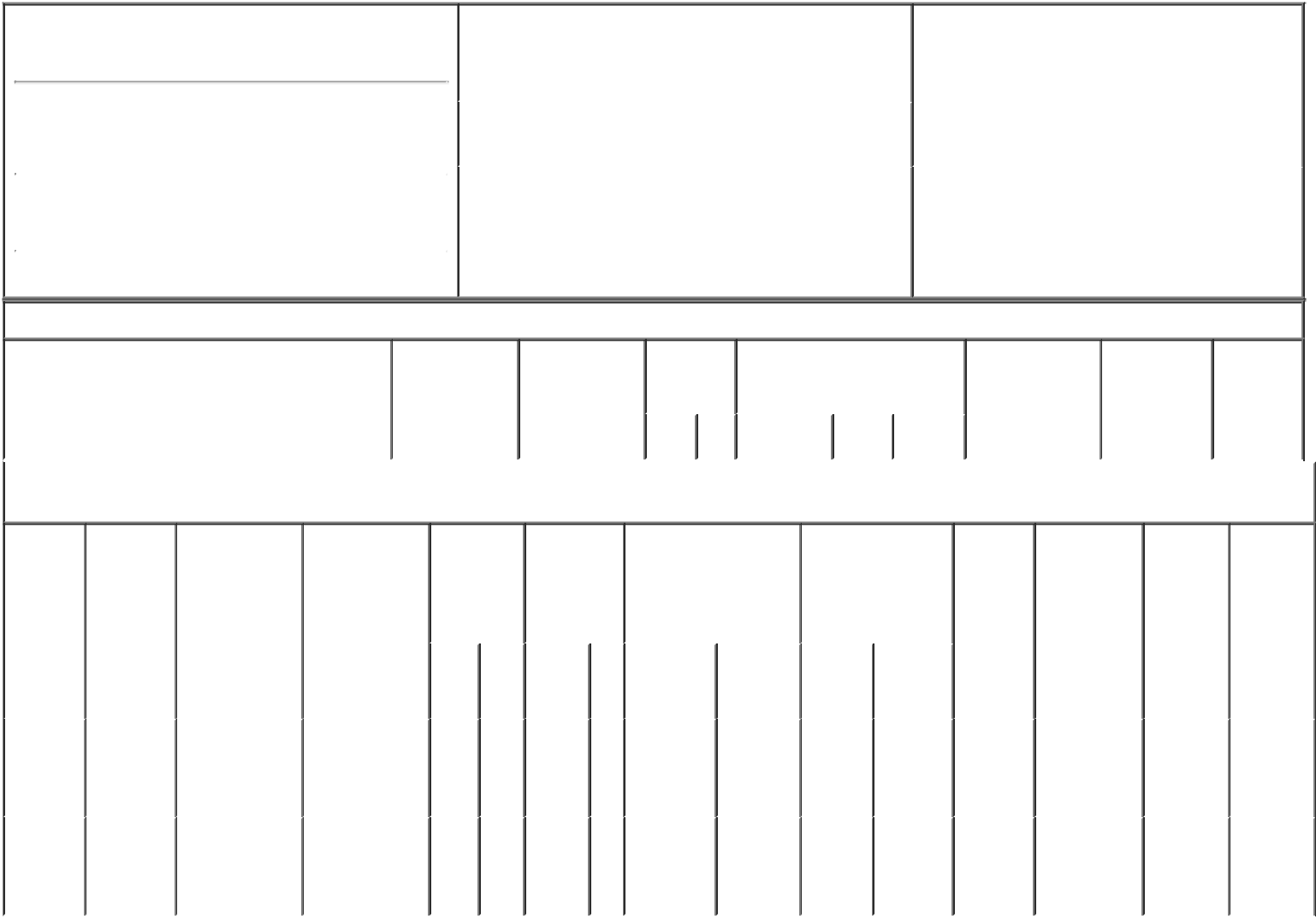
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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, Pantas](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001134282)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (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 | 10% Owner |  |
|  |  |  |  |  |
|  |  |  | X | Officer (give title | Other (specify |  |
|  |  |  | below) | below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |  |
|  |  | VP, Chief Technology Officer | |  |
| 04/21/2012 | |  |  |  |
|  |  |  |  |  |
|  |  |  |  | | |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable | | |  |

Line)

X 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** | **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)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |

**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** | | | **8. Price of** | **9. Number of** | | | **10.** | **11. Nature** |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** |  | **Expiration Date** | | | **of Securities** | | | **Derivative** | **derivative** | | | **Ownership** | **of Indirect** |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** |  | **(Month/Day/Year)** | | | **Underlying** |  |  | **Security** | **Securities** | | | **Form:** | **Beneficial** |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A)** | |  |  |  | **Derivative Security** | | | **(Instr. 5)** | **Beneficially** | | | **Direct (D)** | **Ownership** |  |
|  |  | **Derivative** |  |  |  | **or Disposed** | |  |  |  | **(Instr. 3 and 4)** | | |  | **Owned** | | | **or Indirect** | **(Instr. 4)** |  |
|  |  | **Security** |  |  |  | **of (D) (Instr.** | |  |  |  |  |  |  |  | **Following** | | | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  |  |  | **Reported** | | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  | **(Instr. 4)** | | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | **Expiration** | |  | **Number** | |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | | **Title** | **of Shares** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Employee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock |  |  |  |  |  |  | (1) |  |  | Common | 340,000 | |  |  |  |  |  |  |  |
|  | Option | $15.2 | 04/21/2012 |  | A | 340,000 |  | 04/21/2022 | | $0 | 340,000 | |  | D |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |
|  | Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | (2) |  |  |  |  |  | (3) |  |  | Common | 42,000 | |  |  |  |  |  |  |  |
|  | Units | 04/21/2012 |  | A | 42,000 |  | 04/01/2016 | | $0 | 42,000 | |  | D |  |  |
|  |  |  | Shares |  |  |  |
|  | (Right to |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Acquire) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Explanation of Responses:** | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Options vest in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date. | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  | 2. Each restricted stock unit represents a contingent right to receive one Marvell common share. | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 3. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date. | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | /s/ Pantas Sutardja | | | |  | 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.**