SEC Form 4

**FORM 4**

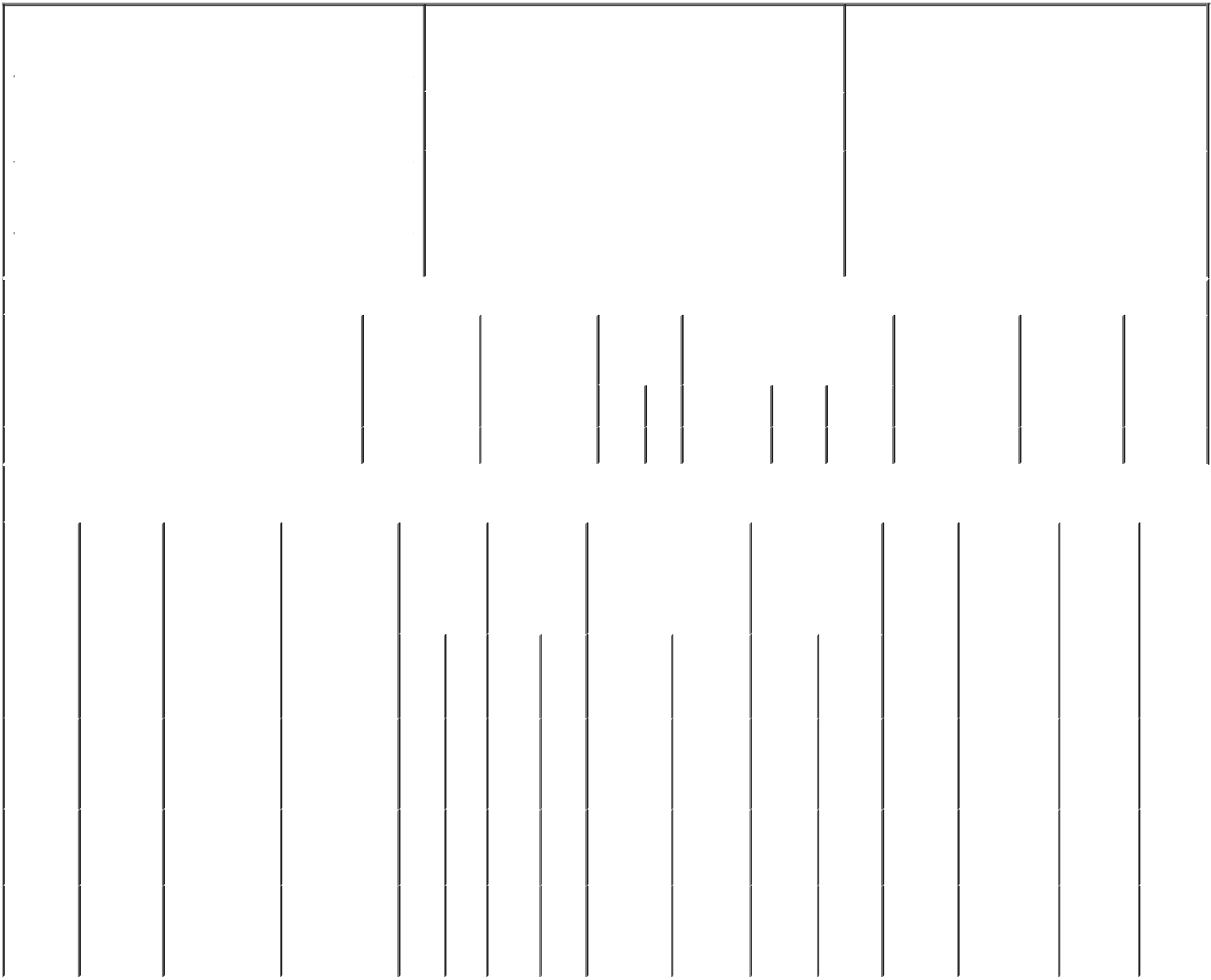
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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| **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 |  |  |
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|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | | |  |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | | | | |  |
|  |  | [KASSAKIAN JOHN G](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001013830) | | | |  |  |  | [MARVELL TECHNOLOGY GROUP LTD](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | | | | | | | | | | | | (Check all applicable) | | | | | | |  |  |  |  |  |  |  |
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|  |  |  |  |  | [ MRVL ] | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | (First) | | | (Middle) |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | |  |  |  |  |  |  |  |  | below) |  |  |  |  | below) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | C/O 5488 MARVELL LANE | | | |  | 06/28/2012 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | | | |  |
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|  |  | SANTA CLARA CA | | | | 95054 |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | | |  |
|  |  | (City) | (State) | | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  | **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** | | | | | | | | |  | **Securities** |  |  | **Form: Direct** | | | **Indirect** | | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** |  |  | **Code (Instr.** | **5)** |  |  |  |  |  |  |  |  |  | **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)** | | |  |  |  |  |  |  |  |
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|  | Common Shares | | |  |  | 06/28/2012 | | | | |  |  |  | M | 4,946 | | A |  |  |  | (1) |  |  | 6,946 | | | |  |  | 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** | | | | | | | **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. 3,** | |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** | |  |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **4 and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | | | |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | | | |  |  | **(Instr. 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** | |  | **of** | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Code V** | | | | **(A)** | **(D)** | **Exercisable** | | **Date** | | **Title** | **Shares** | | | | | |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | (1) |  |  |  |  |  |  |  |  |  | (2) | |  |  | Common | 4,946 | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Units | | 06/28/2012 | |  |  | M | | |  | 4,946 | 06/28/2012 | |  |  | $0 | | 0 | |  |  | D |  |  |  |  |
|  |  |  |  | Shares |  |  |  |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Acquire) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $11.03 | 06/28/2012 | |  |  | A | | | 25,000 |  | (3) | | 06/28/2022 | | Common | 25,000 | | | |  |  | $0 | | 25,000 | | |  | D |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | Restricted | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | (4) |  |  |  |  |  |  |  |  |  | (5) | |  |  | Common | 10,000 | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Units | | 06/28/2012 | |  |  | A | | | 10,000 |  | 06/28/2013 | |  |  | $0 | | 10,000 | | |  | D |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Shares |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Acquire) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | **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. These restricted stock units vested as to 100% of shares on June 28, 2012. | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 3. Vests 100% of shares on the earlier of the next annual general meeting of Marvell the one year anniversary of the option grant date. | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 4. Each restricted stock unit represents a contingent right to receive one Marvell common share. | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 5. Vests 100% of shares on the earlier of the next annual general meeting of Marvell or the one year anniversary of the restricted stock unit grant date. | | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | /s/ John G. Kassakian | | | | | | |  |  |  | 06/29/2012 | | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | | | | | |  | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | \*\* 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.**