SEC Form 4

**FORM 4**

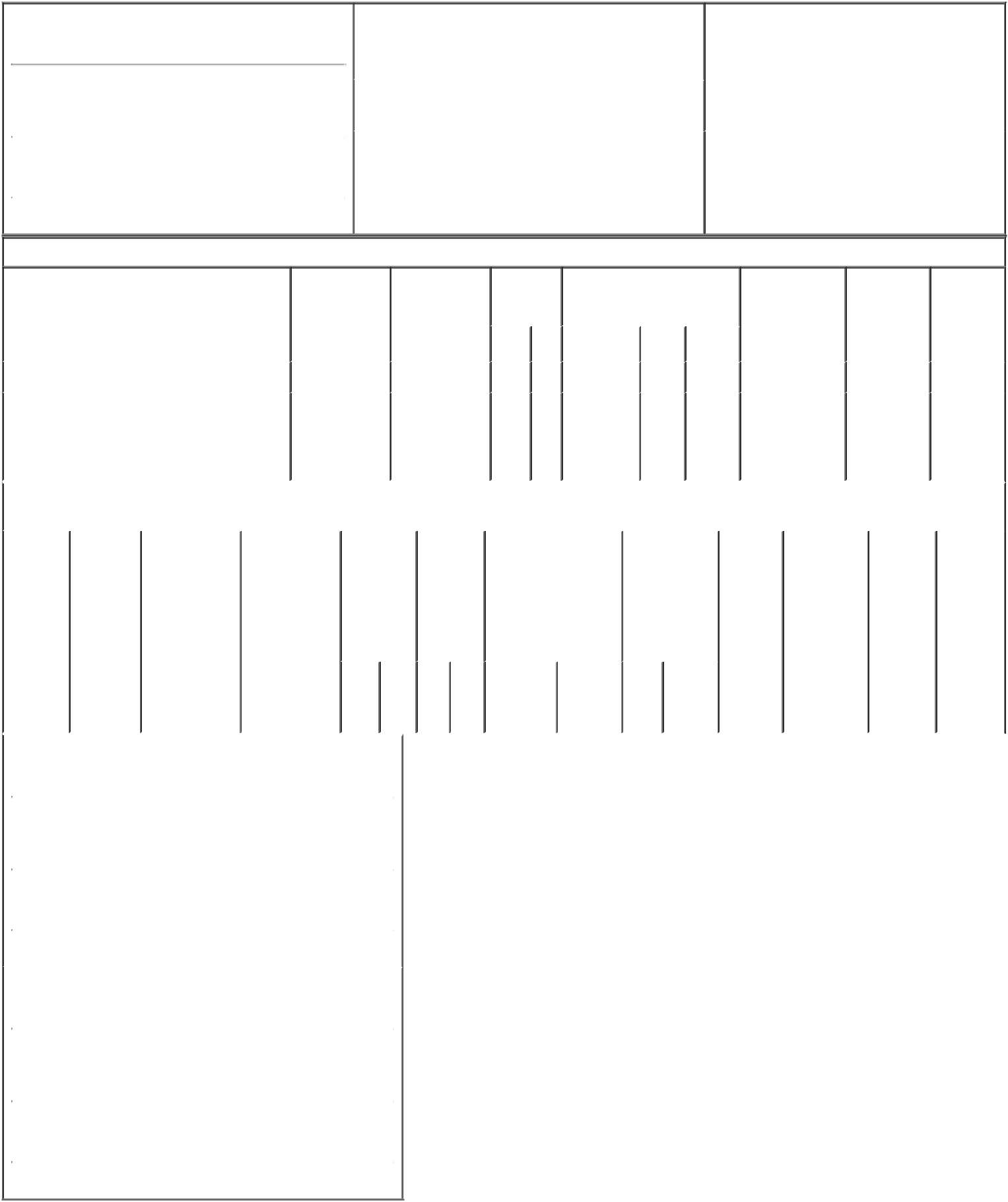
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\*

[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) |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 |  |  |
|  | [[ MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) | |  |  | Director | 10% Owner |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  | Officer (give title |  | Other (specify |  |
|  |  |  |  |  | below) |  | below) |  |
| 3. | | Date of Earliest Transaction (Month/Day/Year) | |  |  |  |
|  |  |  |  |  |
| 03/14/2012 | | |  |  |  |  |  |  |
|  |  |  |  |  |  | | |  |
| 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** | | | | | |  | **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)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | |  |  |  |  | |  |  |  |  |  |  |  | |  |  |  |  |  | | |  |  |  |  |
|  | Common shares | | | | |  | 03/14/2012 | |  |  |  |  |  | A | 151,690(1) | | A |  | (1) |  | 47,271,688(2) | | | 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** | **6. Date Exercisable and** | | | **7. Title and** | | |  |  | **8. Price of** | | **9. Number of 10.** | | **11. Nature** | |  |
|  | **Derivative** | | **Conversion** | | | **Date** | **Execution Date,** | **Transaction** | | | | **of** | **Expiration Date** | | | **Amount of** | | |  |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | |  |
|  | **Security** | | **or Exercise** | | | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | | | **Derivative** | **(Month/Day/Year)** | | | **Securities** | | |  |  | **Security** | | **Securities** | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | | **Price of** | | |  | **(Month/Day/Year)** | **8)** |  |  |  | **Securities** |  |  |  | **Underlying** | | |  |  | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | |  |
|  |  |  | **Derivative** | | |  |  |  |  |  |  | **Acquired** |  |  |  | **Derivative** | | |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |
|  |  |  | **Security** | | |  |  |  |  |  |  | **(A) or** |  |  |  | **Security (Instr. 3** | | | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  | **and 4)** | |  |  |  |  |  | **Reported** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  |  | **of** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** |  |  |  | **(A) (D)** | **Exercisable** | | **Date** | **Title** | | **Shares** | | |  |  |  |  |  |  |  |
|  |  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 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) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 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) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. On April 12, 2010, Ms. Weili Dai was granted a performance-based restricted stock unit ("RSU") award for up to 236,518 common shares, subject to the achievement of certain performance criteria (the "Grant"). A portion of the performance criteria were met, as determined per the administrator on March 14, 2012, and 151,690 common shares will vest and be issuable on April 1, 2012, subject to Ms. Dai's continuous status as a service provider through such date. The Grant automatically expired with respect to the 84,828 common shares that did not vest.
2. The securities are jointly owned by Ms. 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. Ms. Dai and Dr. Sutardja are wife and husband.

3. Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| /s/ Weili Dai |  | | 03/16/2012 | |
|  |  |  |  |  |
| /s/ Sehat Sutardja | |  | 03/16/2012 | |
|  | |  |  |  |
| \*\* 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.**