

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Hussain Muhammad Raghieb</u> (Last) (First) (Middle) <u>C/O 5488 MARVELL LANE</u> (Street) <u>SANTA CLARA CA</u> <u>95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARVELL TECHNOLOGY GROUP LTD</u> [<u>MRVL</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Chief Strategy Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	01/31/2019		M		88,245 ⁽¹⁾	A	\$0.00	686,716	D	
Common Shares	01/31/2019		F		35,922 ⁽²⁾	D	\$18.53	650,794	D	
Common Shares								78,325	I	By family trusts

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	01/31/2019		M		12,454	(4)	(4)	Common Shares	12,454	\$0.00	0	D	
Restricted Stock Units	(3)	01/31/2019		M		9,443	(5)	(5)	Common Shares	9,443	\$0.00	9,443	D	
Restricted Stock Units	(3)	01/31/2019		M		12,995	(4)	(4)	Common Shares	12,995	\$0.00	0	D	
Restricted Stock Units	(3)	01/31/2019		M		20,552	(5)	(5)	Common Shares	20,552	\$0.00	20,553	D	
Restricted Stock Units	(3)	01/31/2019		M		16,533	(6)	(6)	Common Shares	16,533	\$0.00	33,068	D	
Restricted Stock Units	(3)	01/31/2019		M		16,268	(7)	(7)	Common Shares	16,268	\$0.00	48,807	D	

Explanation of Responses:

- Represents all RSU Shares vested and acquired by the reporting person on January 31, 2019.
- Represents all RSU Shares surrendered in payment of tax withholding due as a result of the vesting of all RSU's acquired by the reporting person on January 31, 2019.
- Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- This award fully vested on January 31, 2019.
- This award vests as to 50% of the shares on each of January 31, 2019 and 2020.
- This award vests as to 1/3 of the shares on each of January 31, 2019, 2020 and 2021.
- This award vests as to 25% of the shares on each of January 31, 2019, 2020, 2021 and 2022.

Remarks:

Raghieb Hussain by Blair Walters as Attorney-in-Fact

02/04/2019

** Signature of Reporting Person

Date

* 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.