

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>MURPHY MATTHEW J</u>	<u>MARVELL TECHNOLOGY GROUP LTD</u>	<input checked="" type="checkbox"/> Director 10% Owner
(Last) (First) (Middle)	[MRVL]	<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
5488 MARVELL LANE	3. Date of Earliest Transaction (Month/Day/Year)	CEO and President
(Street)	04/11/2019	
SANTA CLARA CA 95054	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		<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	04/11/2019		M		32,625	A	\$0.00	177,142	I	By Trust ⁽¹⁾
Common Shares	04/11/2019		F ⁽²⁾		17,178	D	\$22.64	159,964	I	By Trust ⁽¹⁾
Common Shares	04/15/2019		M		37,091	A	\$0.00	197,055	I	By Trust ⁽¹⁾
Common Shares	04/15/2019		F ⁽²⁾		19,529	D	\$23.71	177,526	I	Buy Trust ⁽¹⁾
Common Shares	04/15/2019		M		34,227	A	\$0.00	211,753	I	By Trust ⁽¹⁾
Common Shares	04/15/2019		F ⁽²⁾		18,021	D	\$23.71	193,732	I	By Trust ⁽¹⁾
Common Shares								1,755	D	

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	04/11/2019		M		32,625	(4)	(4)	Common Shares	32,625	\$0.00	32,625	D	
Restricted Stock Units	(3)	04/15/2019		M		37,091	(5)	(5)	Common Shares	37,091	\$0.00	38,216	D	
Restricted Stock Units	(3)	04/15/2019		M		34,227	(6)	(6)	Common Shares	34,227	\$0.00	68,454	D	

Explanation of Responses:

- Shares held by Matthew and Laura Murphy as co-trustees of the Matthew and Laura Murphy Family Trust UTD 7/10/2007.
- Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
- Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- The remaining RSUs vest on 7/11/2019.
- The remaining RSUs vest on 4/15/2020.
- The RSUs vest in equal quarterly installments on July 15, 2019, October 15, 2019, January 15, 2020, April 15, 2020, July 15, 2020, October 15, 2020, January 15, 2021 and April 15, 2021.

Remarks:

Matthew Murphy by Blair
Walters Attorney-in-Fact

04/15/2019

** 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.