

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>STRACHAN MICHAEL G</u> (Last) (First) (Middle) <u>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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	06/28/2019		M		10,105	A	\$0.00	48,741 ⁽¹⁾	I	By Trust ⁽²⁾
Common Shares	07/01/2019		S		10,000	D	\$24.525 ⁽³⁾	38,741	I	By Trust ⁽²⁾
Common Shares								12,860	I	By IRA ⁽⁴⁾
Common Shares								7,830	I	By Spouse IRA ⁽⁵⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	⁽⁶⁾	06/28/2019		M			10,105	⁽⁷⁾	⁽⁷⁾	Common Shares	10,105	\$0.00	0	I	By Trust ⁽²⁾
Restricted Stock Units	⁽⁶⁾	06/28/2019		A		9,216		⁽⁸⁾	⁽⁸⁾	Common Shares	9,216	\$0.00	9,216	D	

Explanation of Responses:

1. On January 30, 2019 32,338 shares previously held directly by Reporting Person were transferred to the Strachan Revocable Trust DTD 1/26/01, a trust of which the Reporting Person is a trustee and beneficiary.
2. Shares held under the Strachan Revocable Trust DTD 1/26/01, a trust of which the Reporting Person is a trustee and beneficiary.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.52 to \$24.535, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of Marvell, or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
4. Shares held under the MSSB C/F IRA Standard Michael G. Strachan.
5. Shares held under the MSSB C/F IRA Standard Patricia K. Strachan.
6. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
7. These RSUs vested as to 100% of the shares on June 28, 2019.
8. 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.

Remarks:

Michael Strachan by Blair Walters as Attorney-in-Fact

07/02/2019

** 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.