SEC Form 4

**FORM 4**

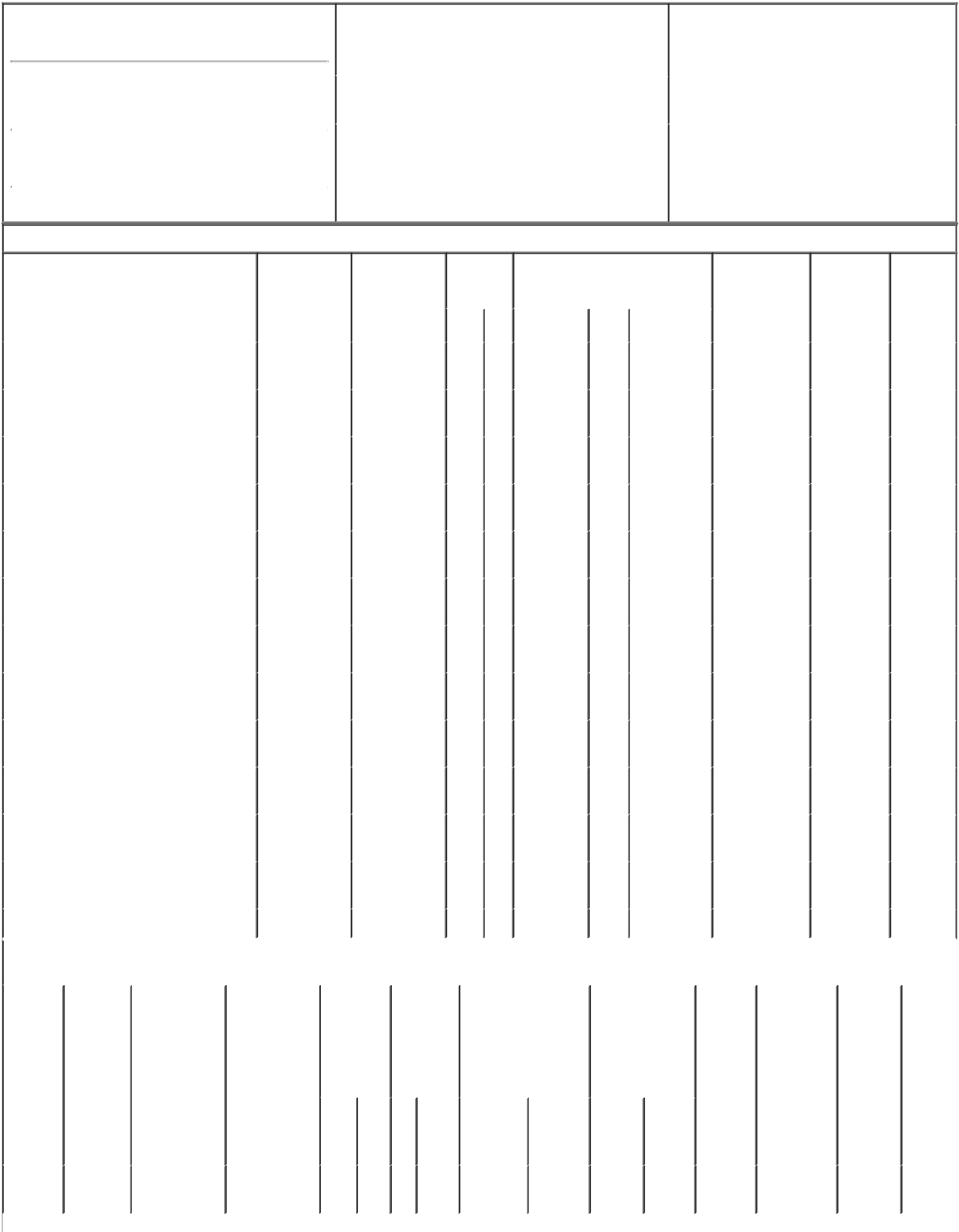
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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

[MURPHY MATTHEW J](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001381430)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (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) | |  |  |
|  | [[ MRVL ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001058057) |  | X | Director | 10% Owner |  |
|  |  |  |  |  |
|  |  |  | X | Officer (give title | Other (specify |  |
|  |  |  | below) | below) |  |
|  | 3. Date of Earliest Transaction (Month/Day/Year) | |  |  |
|  |  | CEO and President | |  |
| 07/15/2019 | |  |  |  |
|  |  |  |  |  |
|  |  |  |  | | |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable | | |  |

Line)

X Form filed by One Reporting Person

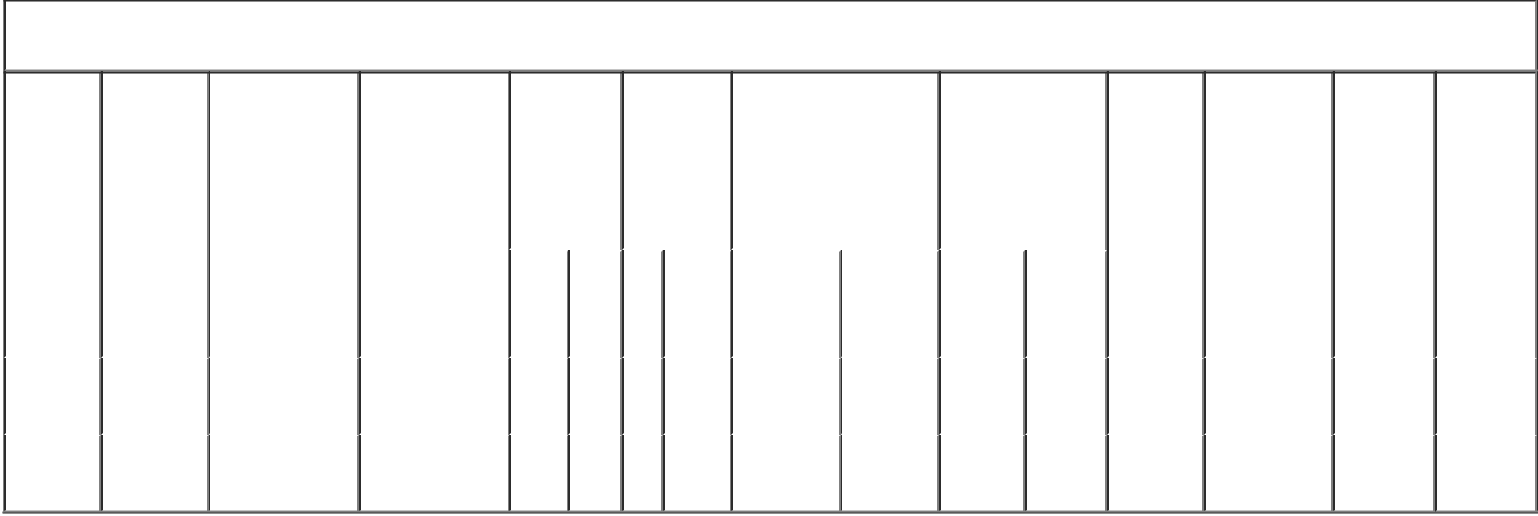
Form filed by More than One Reporting

Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | | | **2. Transaction** | | **2A. Deemed** | | | **3.** |  | **4. Securities Acquired (A) or Disposed** | | | | **5. Amount of** | | **6. Ownership** | | **7. Nature** | | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | | | **Transaction** | | **Of (D) (Instr. 3, 4 and 5)** | |  |  | **Securities** | | **Form: Direct** | | **of Indirect** | | |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** |  |  | **Code (Instr.** | |  |  |  |  | **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 | |  | 07/15/2019 | |  |  |  | M |  | 47,636 | A | $0.00 |  | 407,595 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | F(2) |  | 25,081 | D | $26.01 |  | 382,514 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | M |  | 11,598 | A | $0.00 |  | 394,112 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | F(2) |  | 6,107 | D | $26.01 |  | 388,005 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | M |  | 8,556 | A | $0.00 |  | 396,561 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | F(2) |  | 4,505 | D | $26.01 |  | 392,056 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | A(7) |  | 210,156 | A | $0.00 |  | 602,212 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | F(2) |  | 110,648 | D | $26.01 |  | 491,564 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | A(8) |  | 137,652 | A | $0.00 |  | 629,216 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/15/2019 | |  |  |  | F(2) |  | 72,474 | D | $26.01 |  | 556,742 | |  | I | By | | |  |
|  |  |  |  |  |  |  |  | Trust(1) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/16/2019 | |  |  |  | S |  | 15,000(9) | D | $25.805(10) | | 541,742 | |  | I | By | | |  |
|  |  |  |  |  |  |  | Trust(3) |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Shares | |  | 07/17/2019 | |  |  |  | S |  | 250,000(11) | D | $26.0341(12) | | 291,742 | |  | 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** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** |  | **5. Number** | | **6. Date Exercisable and** | | | **7. Title and Amount** | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **of** | | **Expiration Date** | | | **of Securities** | | **Derivative** | | **derivative** |  | **Ownership** | **of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Derivative** | | **(Month/Day/Year)** | | | **Underlying** | | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** | |  |  |  | **Derivative Security** | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  | **Derivative** |  |  |  |  | **Acquired** | |  |  |  | **(Instr. 3 and 4)** | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  | **Security** |  |  |  |  | **(A) or** | |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  | **Disposed** | |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **of (D) (Instr.** | | |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Date** |  | **Expiration** |  | **of** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code** | **V** | **(A) (D)** | | **Exercisable Date** | | | **Title** | **Shares** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Restricted | (3) |  |  |  |  |  |  |  | (4) | (4) | Common 47,636 | |  |  |  |  |  |  |  |  |  |
|  | Stock | 07/15/2019 |  | M |  | 47,636 | | |  | $0.00 | 0 |  | D |  |  |  |  |
|  | Units |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**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 Amount** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Acquired** |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(A) or** |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **Disposed** |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted | (3) |  |  |  |  | (5) | (5) | Common | 11,598 |  |  |  |  |  |
| Stock | 07/15/2019 |  | M | 11,598 | $0.00 | 127,584 | D |  |  |
| Units |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted | (3) |  |  |  |  | (6) | (6) | Common | 8,556 |  |  |  |  |  |
| Stock | 07/15/2019 |  | M | 8,556 | $0.00 | 59,898 | D |  |  |
|  | Stock |  |  |
| Units |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Shares held by Matthew and Laura Murphy as co-trustees of the Matthew and Laura Murphy Family Trust UTD 7/10/2007.
2. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
3. Each RSU represented a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
4. This grant is fully vested.
5. The remaining RSUs vest quarterly on each of 10/15/2019, 01/15/2020, 04/15/2020, 07/15/2020, 10/15/2020, 01/15/2021, 04/15/2021, 07/15/2021, 10/15/2021, 01/15/2022 and 04/15/2022.
6. The remaining RSUs vest quarterly on each of 10/15/2019, 01/15/2020, 04/15/2020, 07/15/2020, 10/15/2020, 01/15/2021, and 04/15/2021.
7. Mr. Murphy vested as to 105,078 shares at target and as to 105,078 shares above target pursuant to the terms of the PSU RSU grant made to Mr. Murphy on August 11, 2016.
8. Mr. Murphy vested as to 105,078 shares at target and as to 32,574 shares above target pursuant to the terms of the TSR RSU grant made to Mr. Murphy on August 11, 2016.
9. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
10. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $25.61 to $26.14, inclusive. The reporting person undertakes to provide Marvell, any security holder of Marvell, or the staff of the Securities and Exchange Commission, 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.
11. The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
12. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $25.69 to $26.27, inclusive. The reporting person undertakes to provide Marvell, any security holder of Marvell, or the staff of the Securities and Exchange Commission, 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.

**Remarks:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Matthew Murphy by Blair | | | 07/17/2019 |  |
| Walters attorney-in-fact | |  |  |
|  |  |
|  |  | |  |  |
| \*\* 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.**