

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person * <u>Hu Jean X.</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) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2019</u>			
			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 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	09/15/2019		M		51,709	A	\$0.00	125,917	D	
Common Shares	09/15/2019		F ⁽¹⁾		25,638	D	\$25.86	100,279	D	
Common Shares	09/15/2019		M		78,946	A	\$0.00	179,225	D	
Common Shares	09/15/2019		F ⁽¹⁾		39,142	D	\$25.86	140,083	D	
Common Shares	09/15/2019		M		17,895	A	\$0.00	157,988	D	
Common Shares	09/15/2019		F ⁽¹⁾		8,873	D	\$25.86	149,105	D	
Common Shares	09/16/2019		S ⁽²⁾		36,077	D	\$25.56 ⁽³⁾	113,028	D	
Common Shares	09/17/2019		S ⁽²⁾		10,000	D	\$25.25	103,028	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	09/15/2019		M			51,709	(5)	(5)	Common Shares	51,709	\$0.00	0	D	
Restricted Stock Units	(4)	09/15/2019		M			78,946	(6)	(6)	Common Shares	78,946	\$0.00	0	D	
Restricted Stock Units	(4)	09/15/2019		M			17,895	(7)	(7)	Common Stock	17,895	\$0.00	0	D	

Explanation of Responses:

1. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.42 to \$25.74, 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. Each RSU represented a contingent right to receive one Marvell common share upon vesting.
5. Vested as to 39,473 shares at target and as to 12,236 shares above target pursuant to the terms of the TSR RSU grant made on September 12, 2016.
6. Vested as to 39,473 shares at target and as to 39,473 shares above target pursuant to the terms of the PSU RSU grant made on September 12, 2016.
7. This grant is fully vested.

Remarks:

Jean Hu by Blair Walters as attorney-in-fact 09/17/2019
** 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.