

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>Hussain Muhammad Raghieb</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> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2019</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title below) Other (specify below)  <u>Chief Strategy Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	10/15/2019		M		6,854	A	\$0.00	681,401	D	
Common Shares	10/15/2019		F <sup>(1)</sup>		3,399	D	\$24.4	678,002	D	
Common Shares	10/15/2019		M		10,702	A	\$0.00	688,704	D	
Common Shares	10/15/2019		F <sup>(1)</sup>		5,307	D	\$24.4	683,397	D	
Common Shares								78,324	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	10/15/2019		M			6,854	(3)	(3)	Common Shares	6,854	\$0.00	68,537	D	
Restricted Stock Units	(2)	10/15/2019		M			10,702	(4)	(4)	Common Stock	10,702	\$0.00	21,405	D	

Explanation of Responses:

1. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units stet.
2. Each RSU represents a contingent right to receive one Marvell Technology Group Ltd. common share upon vesting.
3. The remaining RSUs vest quarterly on each of 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.
4. The RSUs vest over eighteen months in three equal installments on each of October 15, 2019, April 15, 2020, and October 15, 2020.

Remarks:

Hussain Muhammad Raghieb by  
Blair Walters as attorney-in- 10/16/2019  
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.

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