

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response: 0.5

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

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>Jarnac Dean E Jr.</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)	
<u>5488 MARVELL LANE</u>			3. Date of Earliest Transaction (Month/Day/Year)		<u>SVP Worldwide Sales</u>	
(Street)			<u>01/15/2020</u>			
<u>SANTA CLARA CA 95054</u>			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	
					<input type="checkbox"/> 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	01/15/2020		M		664	A	\$0.00	19,772	D	
Common Shares	01/15/2020		F <sup>(1)</sup>		270	D	\$26.72	19,502	D	
Common Shares	01/15/2020		M		861	A	\$0.00	20,363	D	
Common Shares	01/15/2020		F <sup>(1)</sup>		350	D	\$26.72	20,013	D	
Common Shares	01/15/2020		M		2,076	A	\$0.00	22,089	D	
Common Shares	01/15/2020		F <sup>(1)</sup>		841	D	\$26.72	21,248	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	(2)	01/15/2020		M			664	(3)	(3)	Common Shares	664	\$0.00	3,323	D	
Restricted Stock Units	(2)	01/15/2020		M			861	(4)	(4)	Common Shares	861	\$0.00	7,751	D	
Restricted Stock	(2)	01/15/2020		M			2,076	(5)	(5)	Common Shares	2,076	\$0.00	2,076	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. 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 04/15/2020, 07/15/2020, 10/15/2020, 01/15/2021 and 04/15/2021.
4. The remaining RSUs vest quarterly on each of 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.
5. The remaining RSUs will vest on 1/15/2021.

Remarks:

Dean Jarnac by Blair Walters  
as Attorney-in-Fact 01/17/2020

\*\* 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.