

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

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

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>Hussain Muhammad Raghieb</u>			<u>MARVELL TECHNOLOGY GROUP LTD</u>			Director 10% Owner Officer (give title below) Other (specify below) <u>EVP Chief Strategy Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<u>C/O 5488 MARVELL LANE</u>			<u>01/31/2020</u>					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>SANTA CLARA CA</u>			<u>95054</u>			Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)						

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	01/31/2020		M		16,269	A	\$0.00	691,279	D	
Common Shares	01/31/2020		F ⁽¹⁾		8,067	D	\$24.04	683,212	D	
Common Shares	01/31/2020		M		9,443	A	\$0.00	692,655	D	
Common Shares	01/31/2020		F ⁽¹⁾		4,682	D	\$24.04	687,973	D	
Common Shares	01/31/2020		M		20,553	A	\$0.00	708,526	D	
Common Shares	01/31/2020		F ⁽¹⁾		10,191	D	\$24.04	698,355	D	
Common Shares	01/31/2020		M		16,534	A	\$0.00	714,869	D	
Common Shares	01/31/2020		F ⁽¹⁾		8,198	D	\$24.04	706,671	D	
Common Shares								78,324	I	By Family Trusts ⁽²⁾

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	(3)	01/31/2020		M			16,269	(4)	(4)	Common Shares	16,269	\$0.00	32,538	D	
Restricted Stock Units	(3)	01/31/2020		M			9,443	(5)	(5)	Common Shares	9,443	\$0.00	0	D	
Restricted Stock Units	(3)	01/31/2020		M			20,553	(5)	(5)	Common Shares	20,553	\$0.00	0	D	
Restricted Stock Units	(3)	01/31/2020		M			16,534	(6)	(6)	Common Shares	16,534	\$0.00	16,534	D	

Explanation of Responses:

- Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
- Held in trusts of which the Reporting Person is the trustee, for the benefit of members of his immediate family.
- Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- The RSUs vest in two remaining installments on each of January 31, 2021 and January 31, 2022.
- This award fully vested on January 31, 2020.
- The remaining RSUs will vest on January 31, 2021.

Remarks:

Muhammad Raghieb Hussain by 02/03/2020

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.