

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MURPHY MATTHEW J</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and President</u>		
(Last) (First) (Middle) <u>5488 MARVELL LANE</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>07/15/2020</u>					
(Street) <u>SANTA CLARA CA</u> <u>95054</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	07/15/2020		M		8,556	A	\$0.00	292,652 ⁽¹⁾	I	By Trust ⁽²⁾
Common Shares	07/15/2020		F ⁽³⁾		4,278	D	\$37.05	288,374	I	By Trust ⁽²⁾
Common Shares	07/15/2020		M		11,598	A	\$0.00	299,972	I	By Trust ⁽²⁾
Common Shares	07/15/2020		F ⁽³⁾		5,628	D	\$37.05	294,344	I	By Trust ⁽²⁾
Common Shares	07/15/2020		M		14,910	A	\$0.00	309,254	I	By Trust ⁽²⁾
Common Shares	07/15/2020		F ⁽³⁾		5,868	D	\$37.05	303,386	I	By Trust ⁽²⁾
Common Shares	07/15/2020		S		7,500 ⁽⁴⁾	D	\$36.72 ⁽⁵⁾	295,886	I	By Trust ⁽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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(6)	07/15/2020		M		8,556	(7)	(7)	Common Shares	8,556	\$0.00	25,671	D	
Restricted Stock Units	(6)	07/15/2020		M		11,598	(8)	(8)	Common Shares	11,598	\$0.00	81,190	D	
Restricted Stock Units	(6)	07/15/2020		M		14,910	(9)	(9)	Common Shares	14,910	\$0.00	164,017	D	

Explanation of Responses:

1. Includes 1629 shares acquired under the Marvell 2000 Employee Stock Purchase Plan on June 5, 2020.
2. Shares held by Matthew and Laura Murphy as co-trustees of the Matthew and Laura Murphy Family Trust UTD 7/10/2007.
3. Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
4. The sales of these 7,500 shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
5. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.21 to \$37.07, 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.
6. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
7. The remaining RSUs vest on each of 10/15/2020, 1/15/2021, and 4/15/2021.
8. The remaining RSUs vest on each of 10/15/2020, 1/15/2021, 4/15/2021, 7/15/2021, 10/15/2021, 1/15/2022 and 4/15/2022.
9. The remaining RSU's will vest on 10/15/20, 1/15/21, 4/15/21, 7/15/21, 10/15/21, 1/15/22, 4/15/22, 7/15/22, 10/15/22, 1/15/23 and 4/15/23.

Remarks:

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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