

MARVELL TECHNOLOGY GROUP LTD

Form 4

June 14, 2010

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHANG KUO WEI HERBERT

2. Issuer Name **and** Ticker or Trading
Symbol
MARVELL TECHNOLOGY
GROUP LTD [MRVL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5488 MARVELL LANE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SANTA CLARA, CA 95054

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares	06/10/2010		M	4,200	A \$ 3.75	4,200	D
Common Shares	06/10/2010		S	4,200	D \$ (1) 17.5057	0	D
Common Shares	06/11/2010		M	25,800	A \$ 3.75	25,800	D
Common Shares	06/11/2010		S	25,800	D \$ (1) 17.6797	0	D
	06/14/2010		M	50,000	A \$ 3.75	50,000	D

Common
Shares

Common Shares	06/14/2010	S	50,000	D	\$ 17.9235	0	D
					<u>(1)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.75	06/10/2010		M		4,200		<u>(2)</u>	06/26/2010	Common Shares	4,200
Employee Stock Option (Right to Buy)	\$ 3.75	06/11/2010		M		25,800		<u>(2)</u>	06/26/2010	Common Shares	25,800
Employee Stock Option (Right to Buy)	\$ 3.75	06/14/2010		M		50,000		<u>(2)</u>	06/26/2010	Common Shares	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

CHANG KUO WEI HERBERT
5488 MARVELL LANE
SANTA CLARA, CA 95054

Signatures

/s/ Kuo Wei (Herbert)
Chang

06/14/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Represents a weighted average price. The shares sold on June 10, 2010 were sold in multiple transactions at prices ranging from \$17.50 to \$17.52, inclusive. The shares sold on June 11, 2010 were sold in multiple transactions at prices ranging from \$17.50 to \$17.85, inclusive.

- (1) The shares sold on June 14, 2010 were sold in multiple transactions at prices ranging from \$17.472 to \$18.30, 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2 to this Form 4.

- (2) Option was fully vested as of June 26, 2005.

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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