

MARVELL TECHNOLOGY GROUP LTD

Form 4

December 12, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sutardja, Sehat

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

5488 MARVELL LANE

(Street)

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

SANTA CLARA, CA 95054

(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 or Price (A) or (D) | | |
| Common Shares | 12/10/2008 | | S | | 1,653,833 (1) | D | |
| | | | | | \$ 6.6282 (2) | | |
| | | | | | 51,773,484 (3) | D | |
| Common Shares | 12/10/2008 | | S | | 708,785 (1) | D | By The Sutardja Family Partners (4) |
| | | | | | \$ 6.6282 (2) | | |
| | | | | | 19,744,549 | I | |
| Common Shares | 12/11/2008 | | S | | 1,232,428 (1) | D | |
| | | | | | \$ 6.4723 (5) | | |
| | | | | | 50,541,056 (3) | D | |

| | | | | | | | | |
|---------------|------------|---|------------------|---|------------------|-------------------|---|--|
| Common Shares | 12/11/2008 | S | 528,183 (1) | D | \$ 6.4723 (5) | 19,216,366 | I | By The Sutardja Family Partners (4) |
| Common Shares | 12/12/2008 | S | 3,563,739 (1) | D | \$ 6.4956 (6) | 46,977,317 (3) | D | |
| Common Shares | 12/12/2008 | S | 963,032 (1) | D | \$ 6.3988 (7) | 18,253,334 | I | By The Sutardja Family Partners (4) |

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

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 control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sutardja, Sehat 5488 MARVELL LANE SANTA CLARA, CA 95054 | X | X | President & CEO | |
| Dai, Weili 5488 MARVELL LANE | | X | | |

SANTA CLARA, CA 95054

Signatures

/s/ Sehat
Sutardja 12/12/2008
**Signature of Date
Reporting Person

/s/ Weili Dai
12/12/2008
**Signature of Date
Reporting Person

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).
- (1) The shares had been previously pledged to collateralize a loan and were sold as the result of a margin call.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.50 to \$6.93, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of
- (2) 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 footnotes (2), (5), (6) and (7) to this Form 4.
- (3) These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.
- (4) Ms. Weili Dai and Dr. Sehat Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.18 to \$6.65, inclusive.
- (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.10 to \$6.655, inclusive.
- (7) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.10 to \$6.59, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.