MARVELL TECHNOLOGY GROUP LTD
Form 4
April 02, 2014

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

5488 MARVELL LANE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	04/01/2014		M		25,000	A	(1)	46,551,462 (2)	D	
Common shares	04/01/2014		F(3)		9,396	D	$ 16.205	46,542,066 (2)	D	
Common shares	04/01/2014		M		50,000	A	(1)	46,592,066 (2)	D	
Common shares	04/01/2014		F(3)		20,731	D	$ 16.205	46,571,335 (2)	D	
Common shares	04/01/2014		M		200,000	A	(1)	46,771,335 (2)	D	

Common shares	04/01/2014	F(3)	104,360	D	$ 16.205	46,666,975 (2)	D	
Common shares	04/01/2014	M	7,500	A	(1)	46,674,475 (2)	D	
Common shares	04/01/2014	F(3)	2,784	D	$ 16.205	46,671,691 (2)	D	
Common shares	04/01/2014	M	20,000	A	(1)	46,691,691 (2)	D	
Common shares	04/01/2014	F(3)	7,516	D	$ 16.205	46,684,175 (2)	D	
Common shares	04/01/2014	M	60,000	A	(1)	46,744,175 (2)	D	
Common shares	04/01/2014	F(3)	26,314	D	$ 16.205	46,717,861 (2)	D	
Common shares	04/01/2014	F(3)	1,738	D	$ 16.205	46,716,123 (2)	D	
Common shares						18,253,334	I	By Sutardja Family Partners (4)

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

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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 Number Shares
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M			25,000	(5)	04/01/2014	Common Shares	25,000
Restricted	(1)	04/01/2014		M			50,000	(6)	04/01/2016	Common	50,000

stock units (Right to Acquire)								Shares	
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M	200,000	(7)	04/01/2014	Common Shares	200,00
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M	7,500	(8)	04/01/2014	Common Shares	7,500
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M	20,000	(9)	04/01/2016	Common Shares	20,000
Restricted stock units (Right to Acquire)	(1)	04/01/2014		M	60,000	(10)	04/01/2014	Common Shares	60,000

Reporting Owners

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

Signatures

By: /s/ Sehat Sutardja 04/02/2014

**Signature of Reporting Person Date

By: /s/ Weili Dai 04/02/2014

**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).

(1) Each restricted stock unit represents a contingent right to receive one Marvell common share upon vesting.

(2) 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. Dr. Sutardja and Ms. Dai are husband and wife.

(3) Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units.

(4) Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.

(5) 25,000 shares granted pursuant to a service-based RSU award for up to 100,000 shares were vested and released to Dr. Sutardja effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.

(6) 50,000 shares granted pursuant to a service-based RSU award for up to 200,000 shares were vested and released to Dr. Sutardja effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.

(7) 200,000 shares granted pursuant to a service-based RSU award for up to 200,000 shares were vested and released to Dr. Sutardja effective April 1, 2014. This grant fully vests beginning on the first anniversary of April 1, 2013, the vesting commencement date.

(8) 7,500 shares granted pursuant to a service-based RSU award for up to 30,000 shares were vested and released to Ms. Dai effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.

(9) 20,000 shares granted pursuant to a service-based RSU award for up to 80,000 shares were vested and released to Ms. Dai effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.

(10) 60,000 shares granted pursuant to a service-based RSU award for up to 60,000 shares were vested and released to Ms. Dai effective April 1, 2014. This grant fully vests beginning on the first anniversary of April 1, 2013, the vesting commencement date.

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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