

MARVELL TECHNOLOGY GROUP LTD  
 Form 4  
 June 29, 2012

**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 \*  
**KASSAKIAN JOHN G**

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)  
**06/28/2012**

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

**C/O 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	06/28/2012		M	4,946 A	11 6,946	D	

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)**

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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)	Amount or Number of Shares
Restricted Stock Units (Right to Acquire)	(1)	06/28/2012		M	4,946	(2) 06/28/2012	Common Shares	4,946
Stock Option (right to buy)	\$ 11.03	06/28/2012		A	25,000	(3) 06/28/2022	Common Shares	25,000
Restricted Stock Units (Right to Acquire)	(4)	06/28/2012		A	10,000	(5) 06/28/2013	Common Shares	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASSAKIAN JOHN G C/O 5488 MARVELL LANE SANTA CLARA, CA 95054		X		

## Signatures

/s/ John G. Kassakian 06/29/2012

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 represented a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- (2) These restricted stock units vested as to 100% of shares on June 28, 2012.
- (3) Vests 100% of shares on the earlier of the next annual general meeting of Marvell the one year anniversary of the option grant date.
- (4) Each restricted stock unit represents a contingent right to receive one Marvell common share.

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- (5) Vests 100% of shares on the earlier of the next annual general meeting of Marvell or the one year anniversary of the restricted stock unit grant 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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