

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 January 11, 2006

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 PANTAS

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)
 01/09/2006

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

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/09/2006		M		120,101	A	\$ 12	19,512,251	I	By Sutardja Chuk Revocable Family Trust
Common Stock	01/09/2006		S		120,101	D	\$ 62.236	19,392,150	I	By Sutardja Chuk Revocable Family Trust

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Common Stock	01/10/2006	M	19,065	A	\$ 12	19,411,215	I	By Sutardja Chuk Revocable Family Trust
Common Stock	01/10/2006	S	19,065	D	\$ 62.619	19,392,150	I	By Sutardja Chuk Revocable Family Trust
Common Stock	01/10/2006	M	60,834	A	\$ 18.25	19,452,984	I	By Sutardja Chuk Revocable Family Trust
Common Stock	01/10/2006	S	60,834	D	\$ 62.619	19,392,150	I	By Sutardja Chuk Revocable Family Trust

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 12.005	01/09/2006		M	120,101	<u>(1)</u>	06/06/2012	Common Stock	39,899
	\$ 12.005	01/10/2006		M	19,065	<u>(1)</u>	06/06/2012		20,834

Stock
Option
(Right to
Buy)

Common
Stock

Stock
Option
(Right to
Buy)

\$ 18.25

01/10/2006

M

60,834

(2)

12/26/2013

Common
Stock

1,259,16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTARDJA PANTAS 5488 MARVELL LANE SANTA CLARA, CA 95054	X		Vice President	

Signatures

Pantas Sutardja 01/11/2006

 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) Vests 25% on 06/06/03 and 4,166.66 shares per month from 07/06/03 through 06/06/06. Options become exercisable as they vest.

(2) Vests 25% on 12/26/04; and 27,500 shares per month from 01/26/05 through 12/26/07. Options become exercisable as they vest.

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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