

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 March 01, 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 *
 GRAY PAUL R

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)
 02/27/2006

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 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 | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 02/27/2006 | | G | V | 2,500 | D | <u>1</u> | 12,500 | I | By Gray Family Trust |

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) | 8. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option (Right to Buy) | \$ 7.5 | | | | | (1) | 06/26/2010 | Common Stock | 14,000 |
| Stock Option (Right to Buy) | \$ 10.29 | | | | | (2) | 06/21/2011 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 10.795 | | | | | (3) | 06/21/2012 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 16.655 | | | | | (4) | 06/27/2013 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 23.785 | | | | | (5) | 05/28/2014 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 40.27 | | | | | (6) | 06/10/2015 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAY PAUL R 5488 MARVELL LANE SANTA CLARA, CA 95054 | | X | | |

Signatures

Dr. Paul Gray

03/01/2006

**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) Of such 60,000 shares, vests 20% on 06/26/01 and 1,000 shares per month from 07/26/01 through 06/26/05. This option is not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 12,000 shares, vests 1,000 shares per month from 07/21/05 through 06/21/06. This option is not fully vested, and until fully
 - (2) vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 12,000 shares, vests 1,000 shares per month from 07/21/06 through 06/21/07. This option is not fully vested, and until fully
 - (3) vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 12,000 shares, vests 1,000 shares per month from 07/27/07 through 06/27/08. This option is not fully vested, and until fully
 - (4) vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 12,000 shares, vests 1,000 shares per month from 06/29/08 through 05/28/09. This option is not fully vested, and until fully
 - (5) vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 6,000 shares, vests 500 shares per month from 07/10/2009 through 06/10/2010; Stock Options are immediately exercisable but
 - (6) not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.
 - (7) This form is being filed to disclose gift of 2,500 shares.

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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