

MARVELL TECHNOLOGY GROUP LTD

Form 4

January 14, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
01/10/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Chief Technology Officer

SANTA CLARA, CA 95054

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 | (A) or (D) | Price | |
| Common shares | 01/10/2014 | | M | | 96,000 | A | \$ 14.01 | 96,000 D |
| Common shares | 01/10/2014 | | M | | 101,000 | A | \$ 14.01 | 197,000 D |
| Common shares | 01/10/2014 | | S | | 197,000 | D | \$ (1) 15.3067 | 0 D |
| Common shares | | | | | | | | 36,994,826 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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(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) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 14.01 | 01/10/2014 | | M | 96,000 | <u>(2)</u> 12/28/2017 | Common Shares 96,000 |
| Employee Stock Option (Right to Buy) | \$ 14.01 | 01/10/2014 | | M | 101,000 | <u>(3)</u> 12/28/2017 | Common Shares 101,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|----------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| Sutardja, Pantas 5488 MARVELL LANE SANTA CLARA, CA 95054 | VP, Chief Technology Officer |

Signatures

/s/ Pantas
Sutardja 01/14/2014

**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).

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.20 to \$15.47, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of

(1) 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 this footnote 1 to this Form 4.

(2) The option was fully vested on June 1, 2011.

(3) The option was fully vested on March 30, 2011.

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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