

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 March 08, 2005

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

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)
 700 FIRST AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer & EVP

SUNNYVALE, CA 94089

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

(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	(D)	Price	
Common Stock	03/04/2005		S		125,427	D	\$ 37.75 10,733,944	By Sutardja Family Partners ⁽¹⁾
Common Stock	03/07/2005		S		133,944	D	\$ 37.761 10,600,000	By Sutardja Family Partners ⁽¹⁾
Common Stock	03/08/2005		S		41,421	D	\$ 38.6 10,558,579	By Sutardja

Family
Partners
(1)

Common Stock	03/07/2005		S	351,440	D	\$ 38.536	28,511,758 <u>(2)</u>	D
Common Stock	03/08/2005		S	248,560	D	\$ 38.556	28,263,158 <u>(2)</u>	D
Common Stock	03/08/2005		G V	26,000	D	\$ 0	28,237,158 <u>(2)</u>	D
Common Stock	03/08/2005		G V	1,000	D	\$ 0	28,236,158 <u>(2)</u>	D

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)	8. F. Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.005					<u>(3)</u>	06/06/2012	Common Stock	200,000 <u>(3)</u>
Stock Option (Right to Buy)	\$ 12.005					<u>(4)</u>	06/06/2012	Common Stock	400,000 <u>(4)</u>
Stock Option (Right to Buy)	\$ 18.25					<u>(5)</u>	12/26/2013	Common Stock	2,000,000 <u>(5)</u>
	\$ 18.25					<u>(6)</u>	12/26/2013		

Stock Option (Right to Buy)	Common Stock 3,000,000 <u>(6)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTARDJA SEHAT 700 FIRST AVENUE SUNNYVALE, CA 94089	X	X	Chief Executive Officer & EVP	
DAI WEILI 700 FIRST AVENUE SUNNYVALE, CA 94089	X	X	Executive Vice President & CEO	

Signatures

Ms. Weili Dai & Dr. Sehat
Sutardja 03/08/2005

 **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) Ms. Weili Dai and Dr. Sehat Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
- (2) These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes Section 13(d) of the Exchange Act.

This Stock Option (Right to Buy) of 200,000 shares which vests as follows: 25% on 06/06/03, and 4,166.66 shares per month from 07/06/03 - 06/06/06. Options become exercisable as they vest. This Stock Option (Right to Buy) is owned directly by Ms. Weili Dai and indirectly by her spouse, Dr. Sehat Sutardja.
- (3) This Stock Option (Right to Buy) of 400,000 shares which vests as follows: 25% on 06/06/03, and 8,333.32 shares per month from 07/06/03 - 06/06/06. Options become exercisable as they vest. This Stock Option (Right to Buy) is owned directly by Dr. Sehat Sutardja and indirectly by his spouse, Ms. Weili Dai.
- (4) This Stock Option (Right to Buy) of 2,000,000 which vests as follows: 25% on 12/26/04, and 41,666 per month from 01/26/05 - 12/26/07. Options become exercisable as they vest. This Stock Option (Right to Buy) is owned directly by Ms. Weili Dai and indirectly by her spouse, Dr. Sehat Sutardja.
- (5) This Stock Option (Right to Buy) of 3,000,000 shares which vests as follows: 25 % on 12/26/04, and 62,500 shares per month from 01/26/05 - 12/26/07. Options become exercisable as they vest. This Stock Option (Right to Buy) is owned directly by Dr. Sehat Sutardja and indirectly by his spouse, Ms. Weili Dai.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.