

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 May 25, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
HERVEY GEORGE

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)
05/23/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

SUNNYVALE, CA 94089
 (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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/23/2005		M		6,000 A \$ 5 59,763	D	
Common Stock	05/23/2005		S		6,000 D \$ 40.017 53,763	D	
Common Stock	05/24/2005		M		11,000 A \$ 5 64,763	D	
Common Stock	05/24/2005		S		11,000 D \$ 40.52 53,763	D	
Common Stock	05/25/2005		M		3,000 A \$ 5 56,763	D	

Edgar Filing: MARVELL TECHNOLOGY GROUP LTD - Form 4

Common Stock 05/25/2005 S 3,000 D \$ 40.44 53,763 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5	05/23/2005		M	6,000	<u>(1)</u> 05/08/2010	Common Stock 122,800
Employee Stock Option (Right to Buy)	\$ 5	05/24/2005		M	11,000	<u>(1)</u> 05/08/2010	Common Stock 111,800
Employee Stock Option (Right to Buy)	\$ 5	05/25/2005		M	3,000	<u>(1)</u> 05/08/2010	Common Stock 108,800
Employee Stock Option (Right to Buy)	\$ 10.6875					<u>(2)</u> 01/02/2011	Common Stock 80,000
Employee Stock Option (Right to Buy)	\$ 15.345					<u>(3)</u> 02/28/2012	Common Stock 80,000
	\$ 6.935					<u>(4)</u> 10/16/2012	140,000

Employee Stock Option (Right to Buy)				Common Stock	
Employee Stock Option (Right to Buy)	\$ 12.37	(5)	05/05/2013	Common Stock	100,000
Stock Option (Right to Buy)	\$ 18.95	(6)	01/02/2014	Common Stock	140,000
Stock Option (Right to Buy)	\$ 22.475	(7)	04/16/2014	Common Stock	17,840
Stock Option (Right to Buy)	\$ 35.46	(8)	03/18/2015	Common Stock	12,106
Stock Option (Right to Buy)	\$ 35.45	(9)	04/11/2015	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERVEY GEORGE 700 FIRST AVENUE SUNNYVALE, CA 94089			Chief Financial Officer	

Signatures

George Hervey 05/25/2005

**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) This option becomes exercisable as it vests as follows: Vests 20% on 04/26/01 and 25,334 shares per month beginning 05/26/01 until 04/26/05.

(2)

Edgar Filing: MARVELL TECHNOLOGY GROUP LTD - Form 4

Of such 80,000 shares, vests 25% on 01/02/02 and 1,666 shares per month beginning 02/02/02 until 01/02/05; Options become exercisable as they vest.

- (3) Of such 80,000 shares, vests 25% on 02/03/03, 16,666 shares on 12/03/03 and 1,666 shares per month beginning 01/03/04 until 02/03/06; Options become exercisable as they vest.
- (4) Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exercisable as they vest.
- (5) Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exercisable as they vest.
- (6) Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exercisable as they vest.
- (7) Of such 17,840 shares, all shares are fully vested and exercisable on 04/16/04.
- (8) Of such 12,106 shares, all shares are fully vested and exercisable on 02/01/05.
- (9) Of such 70,00 shares, vests 70,000 shares on 04/11/2009; 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.

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.