

MARVELL TECHNOLOGY GROUP LTD

Form 4

July 13, 2005

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 *
Weili Dai & Sehat Sutardja

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)
07/11/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Vice President & CEO

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)
Common Stock				(A) or (D)			By Sutardja Family Partners (1)
			Code	V	Amount		Price
Common Stock	07/11/2005		S		307,500	D	\$ 40.214
Common Stock	07/12/2005		S		442,500	D	\$ 40.273
Common Stock	07/13/2005		S		600,000	D	\$ 40.893
							27,678,658 (2)
							27,236,158 (2)
							26,636,158 (2)

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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)

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. I. Der Sec (In
				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>	
Stock Option (Right to Buy)	\$ 18.25					<u>(6)</u>	12/26/2013	Common Stock	3,000,000 <u>(6)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weili Dai & Sehat Sutardja 700 FIRST AVENUE SUNNYVALE, CA 94089	X	X	Executive Vice President & CEO	
	X	X	CEO / Executive Vice President	

Sehat Sutardja & Weili Dai
700 FIRST AVENUE
SUNNYVALE, CA 94089

Signatures

Weili Dai & Dr. Sehat
Sutardja

07/13/2005

__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
(3) 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.

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
(4) 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.

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 -
(5) 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.

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
(6) 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.

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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