

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 January 20, 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)
 01/18/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 01/18/2005 | | S | | 300,000 | D | \$ 35.102 14,786,900 | D | |
| Common Stock | 01/19/2005 | | S | | 146,433 | D | \$ 34.9691 14,640,467 | D | |
| Common Stock | 01/18/2005 | | S | | 300,000 | D | \$ 35.102 14,786,900 | I | By Spouse |
| Common Stock | 01/19/2005 | | S | | 146,433 | D | \$ 34.9691 14,640,467 | I | By Spouse |
| Common Stock | | | | | | | 10,900,000 | I | By Sutardja Family |

| | |
|--------------|------------------------|
| | Partners <u>(1)</u> |
| Common Stock | 182,224 <u>(2)</u> 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.

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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) | 8. I. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V | 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 | 400,000 |
| Stock Option (Right to Buy) | \$ 12.005 | | | | | <u>(4)</u> | 06/06/2012 | Common Stock | 200,000 |
| Stock Option (Right to Buy) | \$ 18.25 | | | | | <u>(5)</u> | 12/26/2013 | Common Stock | 3,000,000 |
| Stock Option (Right to Buy) | \$ 18.25 | | | | | <u>(6)</u> | 12/26/2013 | Common Stock | 2,000,000 |

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 | |

Signatures

Dr. Sehat
Sutardja
01/20/2005

**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) The Reporting Person is a general partner of The Sutardja Family Partners, a California family limited partnership.
- (2) These shares are held jointly by Reporting Person and his spouse, Ms. Weili Dai.
- (3) The Reporting Person owns directly one 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.
- (4) The Reporting Person owns indirectly one 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.
- (5) The Reporting Person owns directly one 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.
- (6) The Reporting Person owns indirectly one 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.

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.