

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 December 23, 2004

FORM 4

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

OMB APPROVAL

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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)
12/23/2004

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/23/2004 | | M | 3,000 A | \$ 5 | 46,763 | D |
| Common Stock | 12/23/2004 | | S | 3,000 D | \$ 35.45 | 43,763 | D |

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

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SEC 1474 (9-02)

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 5 | 12/23/2004 | | M | | 3,000 | | <u>(1)</u> | 05/08/2010 | Common Stock | 258,800 |
| 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 |
| Employee Stock Option (Right to Buy) | \$ 6.935 | | | | | | | <u>(4)</u> | 10/16/2012 | Common Stock | 140,000 |
| Employee Stock Option (Right to Buy) | \$ 12.37 | | | | | | | <u>(5)</u> | 05/05/2013 | Common Stock | 100,000 |
| Stock Option (Right to Buy) | \$ 18.95 | | | | | | | <u>(6)</u> | 01/02/2014 | Common Stock | 140,000 |
| Stock Option (Right to Buy) | \$ 22.475 | | | | | | | <u>(7)</u> | 04/16/2014 | Common Stock | 17,840 |

