

MARVELL TECHNOLOGY GROUP LTD

Form 4

June 28, 2013

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 *
KASSAKIAN JOHN G2. 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)

C/O 5488 MARVELL LANE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2013☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SANTA CLARA, CA 95054

(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)
Common shares	06/26/2013		M	10,000 A	16,946	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)**

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units (Right to Acquire)	(1)	06/26/2013		M	10,000	(2) 06/26/2013	Common Shares	10,000
Stock Option (right to buy)	\$ 11.73	06/26/2013		A	25,000	(3) 06/26/2023	Common Shares	25,000
Restricted Stock Units (Right to Acquire)	(4)	06/26/2013		A	9,573	(5) 06/26/2014	Common Shares	9,573

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASSAKIAN JOHN G C/O 5488 MARVELL LANE SANTA CLARA, CA 95054				X

Signatures

/s/ John G.
Kassakian

06/28/2013

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) Each restricted stock unit represented a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- (2) These restricted stock units vested as to 100% of shares on June 26, 2013.
- (3) Vests 100% of shares on the earlier of the next annual general meeting of Marvell Technology Group Ltd. or the one year anniversary of the option grant date.

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- (4) Each restricted stock unit represents a contingent right to receive one Marvell common share.
- (5) Vests 100% of shares on the earlier of the next annual general meeting of Marvell or the one year anniversary of the restricted stock unit grant date.

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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