

MARVELL TECHNOLOGY GROUP LTD  
 Form 4  
 March 16, 2012

**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 \*  
 Dai, Weili

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)  
 5488 MARVELL LANE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/14/2012

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ 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  
 \_\_\_X\_\_\_ 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 or Price		
Common shares	03/14/2012		A		151,690 (1)	A	D
Common shares					47,271,688 (2)		I
					18,253,334		By Sutardja Family Partners (3)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dai, Weili 5488 MARVELL LANE SANTA CLARA, CA 95054		X		
Sutardja, Sehat 5488 MARVELL LANE SANTA CLARA, CA 95054	X	X	President and CEO	

## Signatures

/s/ Weili Dai  
03/16/2012

\*\*Signature of Reporting Person

Date

/s/ Sehat Sutardja  
03/16/2012

\*\*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).

- On April 12, 2010, Ms. Weili Dai was granted a performance-based restricted stock unit ("RSU") award for up to 236,518 common shares, subject to the achievement of certain performance criteria (the "Grant"). A portion of the performance criteria were met, as
- (1) determined per the administrator on March 14, 2012, and 151,690 common shares will vest and be issuable on April 1, 2012, subject to Ms. Dai's continuous status as a service provider through such date. The Grant automatically expired with respect to the 84,828 common shares that did not vest.
  - (2) The securities are jointly owned by Ms. Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. Ms. Dai and Dr. Sutardja are wife and husband.

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(3) Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.

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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