

MARVELL TECHNOLOGY GROUP LTD

Form 4

March 30, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
03/28/2005

____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/28/2005		M		3,000	A	\$ 5 46,763
Common Stock	03/28/2005		S		3,000	D	\$ 37.93 43,763
Common Stock	03/29/2005		M		3,000	A	\$ 5 46,763
Common Stock	03/29/2005		S		3,000	D	\$ 37.88 43,763

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)

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	03/28/2005		M	3,000	<u>(1)</u> 05/08/2010	Common Stock 181,800
Employee Stock Option (Right to Buy)	\$ 5	03/29/2005		M	3,000	<u>(1)</u> 05/08/2010	Common Stock 178,800
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	\$ 12.37					<u>(5)</u> 05/05/2013	Common Stock 100,000

Buy)

Stock

Option
(Right to
Buy)

\$ 18.95

(6)

01/02/2014

Common
Stock

140,000

Stock

Option
(Right to
Buy)

\$ 22.475

(7)

04/16/2014

Common
Stock

17,840

Stock

Option
(Right to
Buy)

\$ 35.46

(8)

03/18/2015

Common
Stock

12,106

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERVEY GEORGE 700 FIRST AVENUE SUNNYVALE, CA 94089			Chief Financial Officer	

Signatures

George Hervey

03/29/2005

__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) This option becomes exercisable as it vests as follows: Vests 20% on 04/26/01 and 25,334 shares per month beginning 05/26/01 until 04/26/05.
- (2) Of such 80,000 shares, vests 25% on 01/02/02 and 1,666 shares per month beginning 02/02/02 until 01/02/05; Options become exercisable as they vest.
- (3) Of such 80,000 shares, vests 25% on 02/03/03, 16,666 shares on 12/03/03 and 1,666 shares per month beginning 01/03/04 until 02/03/06; Options become exercisable as they vest.
- (4) Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exercisable as they vest.
- (5) Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exercisable as they vest.
- (6) Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exercisable as they vest.
- (7) Of such 17,840 shares, all shares are fully vested and exercisable on 04/16/04.
- (8) Of such 12,106 shares, all shares are fully vested and exercisable on 02/01/05.

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.