

MARVELL TECHNOLOGY GROUP LTD

Form 4

April 03, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wu Zining

(Last) (First) (Middle)

5488 MARVELL LANE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MARVELL TECHNOLOGY
GROUP LTD [MRVL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) CTO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Shares	04/01/2015		M		21,392	A	<u>(1)</u>	83,160 <u>(2)</u>	D
Common Shares	04/01/2015		<u>F</u> ⁽³⁾		8,040	D	\$ 14.97	75,120	D
Common Shares	04/01/2015		M		32,286	A	<u>(4)</u>	107,406	D
Common Shares	04/01/2015		<u>F</u> ⁽³⁾		12,134	D	\$ 14.97	95,272	D
Common Shares	04/01/2015		M		5,000	A	<u>(1)</u>	100,272	D

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Common Shares	04/01/2015	F ⁽³⁾	1,891	D	\$ 14.97	98,381	D
Common Shares	04/01/2015	M	8,125	A	<u>(1)</u>	106,506	D
Common Shares	04/01/2015	F ⁽³⁾	3,042	D	\$ 14.97	103,464	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)

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
Restricted Stock Units (Right to Acquire)	(1)	04/01/2015		M	21,392	(5)	04/01/2015	Common Shares	21,392
Performance Award (Right to Acquire)	(4)	04/01/2015		M	32,286	(6)	04/01/2015	Common Shares	32,286
Restricted Stock Units (Right to Acquire)	(1)	04/01/2015		M	5,000	(7)	04/01/2015	Common Shares	5,000
Restricted Stock Units (Right to Acquire)	(1)	04/01/2015		M	8,125	(8)	04/01/2016	Common Shares	8,125

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Wu Zining
5488 MARVELL LANE
SANTA CLARA, CA 95054

CTO

Signatures

/s/ Tom Savage as
Attorney-in-Fact

04/03/2015

__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 ("RSU") represented a contingent right to receive one Marvell common share.
- (2) Includes 2,800 and 97 shares acquired under the Marvell 2000 Employee Stock Purchase Plan on June 6, 2014 and December 5, 2014, respectively, in an exempt transaction per transaction code A, as well as under Rule 16b-3(c).
- (3) Surrender of shares in payment of tax withholding due as a result of the vesting of RSUs or performance award (as applicable).
- (4) Each performance award represented a contingent right to receive one Marvell common share.
- (5) 21,392 shares granted pursuant to a performance-based RSU award were vested and released to Mr. Zining Wu effective April 1, 2015.
- (6) 32,286 shares granted pursuant to a performance award were vested and released to Mr. Wu effective April 1, 2015.
- (7) 5,000 shares granted pursuant to a service-based RSU award were vested and released to Mr. Wu effective April 1, 2015. This grant vested in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date.
- (8) 8,125 shares granted pursuant to a service-based RSU award were vested and released to Mr. Wu effective April 1, 2015. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.