

MARVELL TECHNOLOGY GROUP LTD

Form 4

June 27, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Weili Dai & Sehat Sutardja

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)
06/23/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Vice President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					10,526,667	I	By Sutardja Family Partners (1)
Common Stock	06/23/2005		S		250,000	D	\$ 40.501
					27,986,158	D	(2)

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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
Stock Option (Right to Buy)	\$ 12.005							<u>(3)</u>	06/06/2012	Common Stock	200,000 <u>(3)</u>
Stock Option (Right to Buy)	\$ 12.005							<u>(4)</u>	06/06/2012	Common Stock	400,000 <u>(4)</u>
Stock Option (Right to Buy)	\$ 18.25							<u>(5)</u>	12/26/2013	Common Stock	2,000,000 <u>(5)</u>
Stock Option (Right to Buy)	\$ 18.25							<u>(6)</u>	12/26/2013	Common Stock	3,000,000 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weili Dai & Sehat Sutardja 700 FIRST AVENUE SUNNYVALE, CA 94089	X	X	Executive Vice President & CEO	
Sehat Sutardja & Weili Dai 700 FIRST AVENUE SUNNYVALE, CA 94089	X	X	CEO / Executive Vice President	

Signatures

Matthew Gloss by Power of Attorney for Weili Dai & Dr. Sehat
Sutardja

06/27/2005

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

(2) These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes Section 13(d) of the Exchange Act.

This Stock Option (Right to Buy) of 200,000 shares which vests as follows: 25% on 06/06/03, and 4,166.66 shares per month from
(3) 07/06/03 - 06/06/06. Options become exercisable as they vest. This Stock Option (Right to Buy) is owned directly by Ms. Weili Dai and indirectly by her spouse, Dr. Sehat Sutardja.

This Stock Option (Right to Buy) of 400,000 shares which vests as follows: 25% on 06/06/03, and 8,333.32 shares per month from
(4) 07/06/03 - 06/06/06. Options become exercisable as they vest. This Stock Option (Right to Buy) is owned directly by Dr. Sehat Sutardja and indirectly by his spouse, Ms. Weili Dai.

This Stock Option (Right to Buy) of 2,000,000 which vests as follows: 25% on 12/26/04, and 41,666 per month from 01/26/05 -
(5) 12/26/07. Options become exercisable as they vest. This Stock Option (Right to Buy) is owned directly by Ms. Weili Dai and indirectly by her spouse, Dr. Sehat Sutardja.

This Stock Option (Right to Buy) of 3,000,000 shares which vests as follows: 25 % on 12/26/04, and 62,500 shares per month from
(6) 01/26/05 - 12/26/07. Options become exercisable as they vest. This Stock Option (Right to Buy) is owned directly by Dr. Sehat Sutardja and indirectly by his spouse, Ms. Weili Dai.

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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