

MARVELL TECHNOLOGY GROUP LTD

Form 4

April 05, 2016

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 *
Sutardja, Sehat

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2016

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

5488 MARVELL LANE

(Street)

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

SANTA CLARA, CA 95054

(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 or Price (A) or (D)			
Common Shares	04/01/2016		M		50,000	A	\$ 46,989,908 (2)	D
Common Shares	04/01/2016		F(3)		18,790	D	\$ 46,971,118 (2)	D
Common Shares	04/01/2016		M		20,000	A	\$ 46,991,118 (2)	D
Common Shares	04/01/2016		F(3)		7,775	D	\$ 46,983,343 (2)	D
Common Shares							18,253,334	I

By
Sutardja
Family

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	Amount or Number of Shares
					V	(A)	(D)			
Restricted Stock Units (Right to Acquire)	<u>(1)</u>	04/01/2016		M		50,000	<u>(5)</u> 04/01/2016	Common Shares	50,000	
Restricted Stock Units (Right to Acquire)	<u>(1)</u>	04/01/2016		M		20,000	<u>(6)</u> 04/01/2016	Common Shares	20,000	

Reporting Owners

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

Signatures

/s/Sehat Sutardja 04/04/2016

__Signature of
Reporting Person

Date

/s/Weili Dai 04/04/2016

__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) These securities are jointly owned by Ms. Weili 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. Dr. Sutardja and Ms. Dai are husband and wife.
- (3) Surrender of shares in payment of tax withholding due as a result of the vesting of RSUs or performance award (as applicable).
- (4) Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
- (5) 50,000 shares granted pursuant to a service-based RSU award were vested and released to Dr. Sutardja effective April 1, 2016. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.
- (6) 20,000 shares granted pursuant to a service-based RSU award were vested and released to Ms. Dai effective April 1, 2016. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement 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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