

MARVELL TECHNOLOGY GROUP LTD

Form 4

January 10, 2006

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
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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)
5488 MARVELL LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2006

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

SANTA CLARA, CA 95054

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					10,226,667	I	By Sutardja Family Partners (1)
Common Stock	01/06/2006		M	224,591 A \$ 18.25	26,350,749 (2)	D	
Common Stock	01/06/2006		S	224,591 D \$ 60.986	26,126,158 (2)	D	
Common Stock	01/09/2006		M	172,712 A \$ 18.25	26,298,870 (2)	D	

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Common Stock	01/09/2006	S	172,712	D	\$ 62.1955	26,126,158 (2)	D
Common Stock	01/10/2006	M	2,303	A	\$ 18.25	26,128,461 (2)	D
Common Stock	01/10/2006	S	2,303	D	\$ 62.841	26,126,158 (2)	D
Common Stock	01/10/2006	M	394	A	\$ 12	26,126,552 (2)	D
Common Stock	01/10/2006	S	394	D	\$ 62.841	26,126,158 (2)	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
Stock Option (Right to Buy)	\$ 12.005					(3) 06/06/2012	Common Stock 29,167 (3)
Stock Option (Right to Buy)	\$ 12.005	01/10/2006		M	394	(4) 06/06/2012	Common Stock 57,940 (4)
Stock Option (Right to Buy)	\$ 18.25					(5) 12/26/2013	Common Stock 1,041,66 (5)
Stock Option (Right to Buy)	\$ 18.25	01/06/2006		M	224,591	(6) 12/26/2013	Common Stock 1,675,01 (6)
	\$ 18.25	01/09/2006		M	172,712	(6) 12/26/2013	

Stock								Common	1,502,30
Option								Stock	(6)
(Right to									
Buy)									
Stock									
Option	\$ 18.25	01/10/2006		M	2,303	(6)	12/26/2013	Common	1,500,00
(Right to								Stock	(6)
Buy)									

Reporting Owners

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

Signatures

Weili Dai & Dr. Sehat
Sutardja 01/10/2006

__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. 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.