

MARVELL TECHNOLOGY GROUP LTD

Form 4

August 02, 2005

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 *
CIOFFI JOHN M

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)
08/01/2005

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

SUNNYVALE, CA 94089

(City) (State) (Zip)

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

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	08/01/2005		S	10,000	D \$ 45 280,000 ⁽¹⁾	D	

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
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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)**

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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)		8. Price of Deriva Securit (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Biu)	\$ 7.5							<u>(2)</u>	06/26/2010	Common Stock	60,000
Stock Option (Right to Buy)	\$ 10.29							<u>(3)</u>	06/21/2011	Common Stock	12,000
Stock Option (Right to Buy)	\$ 10.795							<u>(4)</u>	06/21/2012	Common Stock	12,000
Stock Option (Right to Buy)	\$ 16.655							<u>(5)</u>	06/27/2013	Common Stock	12,000
Stock Option (Right to Buy)	\$ 23.785							<u>(6)</u>	05/28/2014	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIOFFI JOHN M 700 FIRST AVENUE SUNNYVALE, CA 94089	X			

Signatures

John Cioffi 08/03/2005

____Signature of Date
Reporting Person

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 trade was done subject to a 10b5-1 plan entered into by Reporting Person on October 22, 2004. All shares have been fully vested and exercised.

Of such 60,000 shares, vests 20% on 06/26/01 and 1,000 shares per month from 07/26/01 through 06/26/05; Stock Options are

(2) immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 12,000 shares, vests 1,000 shares per month from 07/21/05 through 06/21/06; Stock Options are immediately exercisable but not

(3) fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 12,000 shares, vests 1,000 shares per month from 07/21/06 through 06/21/07. Stock Options are immediately exercisable but not

(4) fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 12,000 shares, vests 1,000 shares per month from 07/27/07 through 06/27/08. Stock Options are immediately exercisable but not

(5) fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

Of such 12,000 shares, vests 1,000 shares per month from 05/29/08 through 05/28/09. Stock Options are immediately exercisable but not

(6) fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

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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