

Lagatta Thomas F
Form 4
December 19, 2017

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 *
Lagatta Thomas F

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)
12/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP of WW Sales & Marketing

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) | (A) or (D) | 5. Amount or Price | 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 Shares | | | | | | | 3,238 ⁽¹⁾ | D | |
| Common Shares | 12/15/2017 | | M | 5,465 | A | \$ 0 | 8,703 | D | |
| Common Shares | 12/15/2017 | | F | 2,054 | D | \$ 21.62 | 6,649 | D | |
| Common Shares | 12/15/2017 | | M | 13,664 | A | \$ 0 | 20,313 | D | |
| Common Shares | 12/15/2017 | | F | 5,135 | D | \$ 21.62 | 15,178 | D | |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units (Right to Acquire) | (2) | 12/15/2017 | | M | 5,465 | (3) (3) | Common Shares | 5,465 |
| Restricted Stock Units (Right to Acquire) | (2) | 12/15/2017 | | M | 13,664 | (3) (3) | Common Shares | 13,664 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lagatta Thomas F 5488 MARVELL LANE SANTA CLARA, CA 95054 | | | EVP of WW Sales & Marketing | |

Signatures

Mary Ahern as attorney-in-fact for Thomas F. Lagatta 12/19/2017

__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).

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- Includes 1,587 shares acquired under the Marvell 2000 Employee Stock Purchase Plan on June 7, 2017 and 1,651 shares acquired under
- (1) the Marvell 2000 Employee Stock Purchase Plan on December 7, 2017, in exempt transactions under Rule 16b-3(c) of the Securities Exchange Act of 1934.
 - (2) Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.
 - (3) The RSUs vest as to 33% on December 15, 2017, 33% on December 15, 2018 and 34% on December 15, 2019.

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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