

Hussain Muhammad Raghib
 Form 4
 July 12, 2018

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 *
 Hussain Muhammad Raghib

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)
 C/O 5488 MARVELL LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/06/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Chief Strategy Officer

SANTA CLARA, CA 95054
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common shares | 07/06/2018 | | A | | 497,578 <u>(1)</u> | A | D |
| Common shares | 07/06/2018 | | A | | 78,325 <u>(2)</u> | A | By family trusts <u>(3)</u> |

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

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SEC 1474 (9-02)

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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 Number of Shares |
| Stock option (right to buy) | \$ 9.33 | 07/06/2018 | | A | | 40,339 | | 07/06/2018 | 03/22/2020 | Common shares | 40,339 |
| Stock option (right to buy) | \$ 9.38 | 07/06/2018 | | A | | 100,848 | | 07/06/2018 | 02/07/2021 | Common shares | 100,848 |
| Stock option (right to buy) | \$ 15.58 | 07/06/2018 | | A | | 51,981 | | <u>(5)</u> | 02/16/2022 | Common shares | 51,981 |
| Stock option (right to buy) | \$ 12.12 | 07/06/2018 | | A | | 145,952 | | <u>(6)</u> | 02/11/2023 | Common shares | 145,952 |
| Stock option (right to buy) | \$ 16.31 | 07/06/2018 | | A | | 116,024 | | <u>(7)</u> | 02/10/2024 | Common shares | 116,024 |
| Restricted stock units | <u>(8)</u> | 07/06/2018 | | A | | 24,909 | | <u>(10)</u> | <u>(10)</u> | Common shares | 24,909 |
| Restricted stock units | <u>(8)</u> | 07/06/2018 | | A | | 37,773 | | <u>(10)</u> | <u>(10)</u> | Common shares | 37,773 |
| Restricted stock units | <u>(8)</u> | 07/06/2018 | | A | | 25,990 | | <u>(14)</u> | <u>(14)</u> | Common shares | 25,990 |
| Restricted stock units | <u>(8)</u> | 07/06/2018 | | A | | 82,211 | | <u>(16)</u> | <u>(16)</u> | Common shares | 82,211 |
| Restricted stock units | <u>(8)</u> | 07/06/2018 | | A | | 99,202 | | <u>(18)</u> | <u>(18)</u> | Common shares | 99,202 |
| Restricted stock units | <u>(8)</u> | 07/06/2018 | | A | | 130,151 | | <u>(20)</u> | <u>(20)</u> | Common shares | 130,151 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hussain Muhammad Raghib C/O 5488 MARVELL LANE SANTA CLARA, CA 95054 | | | EVP Chief Strategy Officer | |

Signatures

M. Raghib Hussain by Mary Ahern as attorney
in fact

07/12/2018

__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) Received in exchange for 228,698 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc. into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.
 - (2) Received in exchange for 36,000 shares of Cavium, Inc. common stock in connection with the merger (the "Merger") of Cavium, Inc. into Marvell Technology Group Ltd. ("Marvell"). On the effective date of the Merger, the Reporting Person received the reported common shares of Marvell.
 - (3) Held in trusts of which the Reporting Person is the trustee, for the benefit of members of his immediate family.
 - (4) Received in the Merger in exchange for employee stock options to acquire shares of Cavium, Inc. stock.
 - (5) Exercisable in equal monthly installments on the 16th of each month beginning 7/16/18 and ending 2/16/2019.
 - (6) Exercisable in equal monthly installments on the 11th of each month beginning 7/11/2018 and ending 2/11/2020.
 - (7) Exercisable in equal monthly installments on the 10th of each month beginning 7/10/2018 and ending 2/10/2021.
 - (8) Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
 - (9) Received in exchange for 6,175 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
 - (10) This award vests as to 100% of the shares on January 31, 2019.
 - (11) Received in the Merger in exchange for restricted stock units of Cavium, Inc.
 - (12) Received in exchange for 9,364 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
 - (13) Received in exchange for 6,443 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
 - (14) This award vests as to 100% of the shares on January 31, 2019.
 - (15) Received in exchange for 20,380 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
 - (16) This award vests as to 50% of the shares on each of January 31, 2019 and 2020.
 - (17) Received in exchange for 24,592 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.
 - (18) This awards vests as to 1/3 of the shares on each of January 31, 2019, 2020 and 2021.
 - (19)

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Received in exchange for 32,264 restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger, the Reporting Person received the reported restricted stock units of Marvell.

(20) This award vests as of 25% of the shares on each of January 31, 2019, 2020, 2021 and 2022.

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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