

MARVELL TECHNOLOGY GROUP LTD

Form 4

December 30, 2004

**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  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HERVEY GEORGE**

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)  
**12/30/2004**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Chief Financial Officer**

**SUNNYVALE, CA 94089**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/30/2004		M		10,000	A	\$ 5 53,763
Common Stock	12/30/2004		S		10,000	D	\$ 36 43,763

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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

Edgar Filing: MARVELL TECHNOLOGY GROUP LTD - Form 4

**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
Employee Stock Option (Right to Buy)	\$ 5	12/30/2004		M	10,000	<u>(1)</u>	05/08/2010	Common Stock	248,800
Employee Stock Option (Right to Buy)	\$ 10.6875					<u>(2)</u>	01/02/2011	Common Stock	80,000
Employee Stock Option (Right to Buy)	\$ 15.345					<u>(3)</u>	02/28/2012	Common Stock	80,000
Employee Stock Option (Right to Buy)	\$ 6.935					<u>(4)</u>	10/16/2012	Common Stock	140,000
Employee Stock Option (Right to Buy)	\$ 12.37					<u>(5)</u>	05/05/2013	Common Stock	100,000
Stock Option (Right to Buy)	\$ 18.95					<u>(6)</u>	01/02/2014	Common Stock	140,000
Stock Option (Right to Buy)	\$ 22.475					<u>(7)</u>	04/16/2014	Common Stock	17,840

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERVEY GEORGE 700 FIRST AVENUE SUNNYVALE, CA 94089			Chief Financial Officer	

## Signatures

Matthew Gloss, by Power of Attorney

12/30/2004

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) This option becomes exercisable as it vests as follows: Vests 20% on 04/26/01 and 25,334 shares per month beginning 05/26/01 until 04/26/05.
  - (2) Of such 80,000 shares, vests 25% on 01/02/02 and 1,666 shares per month beginning 02/02/02 until 01/02/05; Options become exercisable as they vest.
  - (3) Of such 80,000 shares, vests 25% on 02/03/03, 16,666 shares on 12/03/03 and 1,666 shares per month beginning 01/03/04 until 02/03/06; Options become exercisable as they vest.
  - (4) Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exercisable as they vest.
  - (5) Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exercisable as they vest.
  - (6) Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exercisable as they vest.
  - (7) Of such 17,840 shares, all shares are fully vested and exercisable on 04/16/04.

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.