

MARVELL TECHNOLOGY GROUP LTD

Form 4

March 12, 2014

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 *
Dai, Weili

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)
03/10/2014

____ Director ____X____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President

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
____X____ 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 shares	03/10/2014		A		3,330 (1)	A (1)	46,526,462 (2) D
Common shares						18,253,334	I

By
Sutardja
Family
Partners (3)

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

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information contained in this form are not
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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
Restricted stock units (Right to Acquire)	(4)	03/10/2014		A	3,330 (5)	(6) 04/01/2014(6)	Common Shares 3,330

Reporting Owners

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

Signatures

/s/ Weili Dai
03/12/2014

**Signature of
Reporting Person

Date

/s/ Sehat
Sutardja
03/12/2014

**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).

On March 10, 2014, the Executive Compensation Committee of the Board of Directors determined that 3,330 common shares granted pursuant to a performance-based restricted stock unit award granted on April 30, 2013 to Ms. Weili Dai will vest and be issuable on April 1, 2014.

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- (2) The securities are jointly owned by Ms. Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.
- (3) Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
- (4) Each restricted stock unit represents a contingent right to receive one Marvell common share.
- (5) Ms. Dai is the wife of Dr. Sehat Sutardja. Ms. Dai holds this grant of restricted stock units in her own name. Dr. Sehat Sutardja may be deemed to be an indirect beneficial owner of this grant of restricted stock units.
- (6) Restricted stock units fully vest on April 1, 2014.

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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