

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 March 29, 2010

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 *
 Sutardja, Sehat

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)
 03/29/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.84	03/29/2010		97,500 <u>(1)</u> <u>(2)</u> <u>(3)</u>	A				03/31/2010	12/15/2018	Common Shares	97,500

Reporting Owners

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

Signatures

/s/ Sehat
Sutardja
03/29/2010
**Signature of Reporting Person Date

/s/ Weili Dai
03/29/2010
**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) Dr. Sehat Sutardja is the husband of Ms. Weili Dai. Dr. Sehat Sutardja holds this option in his own name. Ms. Weili Dai may be deemed to be an indirect beneficial owner of this option.
- On December 18, 2008, Dr. Sehat Sutardja was granted a performance-based option to purchase 390,000 common shares of Marvell Technology Group Ltd. (the "Company"). The performance-based vesting was divided into four separate and equal annual performance tranches of 97,500 options based on the satisfaction of certain performance criteria for each of the fiscal years ending January 30, 2010, January 29, 2011, January 28, 2012 and February 2, 2013. If the performance criteria are not met for any fiscal year performance period, the options for such tranche shall not vest immediately, but shall be added to the unvested options of the following year's tranche.
- (3) If at the end of the fiscal year ending February 2, 2013, any performance-based stock options remain unvested as a result of the performance criteria not having been achieved for the Company's fiscal year 2013, then such shares shall become eligible to vest in a final fifth annual tranche associated with the fiscal year ending February 1, 2014. The performance criteria for the fiscal year ended January

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30, 2010 were met, as determined by the Executive Compensation Committee on March 29, 2010, resulting in vesting of the option as to 97,500 common shares on March 31, 2010.

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