

MARVELL TECHNOLOGY GROUP LTD

Form 4

April 05, 2011

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 *
HOSEIN CLYDE

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)
04/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO and Secretary

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common shares | 04/01/2011 | | M | | 15,000 A <u>(1)</u> | 28,089 <u>(2)</u> | D |
| Common shares | 04/01/2011 | | F ⁽³⁾ | | 5,502 D \$ 15.93 | 22,587 | D |
| Common shares | 04/01/2011 | | M | | 2,554 A <u>(1)</u> | 25,141 | D |
| Common shares | 04/01/2011 | | F ⁽³⁾ | | 943 D \$ 15.93 | 24,198 | D |
| Common shares | 04/01/2011 | | M | | 5,000 A <u>(1)</u> | 29,198 | D |

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Common shares 04/01/2011 F⁽³⁾ 1,835 D \$ 15.93 27,363 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted stock units (Right to Acquire) | <u>(1)</u> | 04/01/2011 | | M | 15,000 | <u>(4)</u> 04/01/2012 ⁽⁴⁾ | Common Shares | 15,000 |
| Restricted stock units (Right to Acquire) | <u>(1)</u> | 04/01/2011 | | M | 2,554 | <u>(5)</u> 04/01/2011 | Common Shares | 0 |
| Restricted stock units (Right to Acquire) | <u>(1)</u> | 04/01/2011 | | M | 5,000 | <u>(6)</u> 04/01/2014 | Common Shares | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOSEIN CLYDE 5488 MARVELL LANE SANTA CLARA, CA 95054 | | | CFO and Secretary | |

Signatures

/s/ Clyde R.
Hosein

04/05/2011

**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) Each restricted stock unit represented a contingent right to receive one Marvell common share upon vesting.
- (2) Includes 4,363 shares acquired under the Marvell Technology Group Ltd. 2000 Employee Stock Purchase Plan, as amended, on June 7, 2010.
- (3) Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units.
15,000 shares granted pursuant to a performance-based restricted stock unit ("RSU") award for up to 20,000 common shares were vested
- (4) and released to Mr. Hosein effective April 1, 2011. 5,000 shares subject to this grant remain subject to the attainment of certain performance criteria.
- (5) These restricted stock units vest 100% on the first anniversary of the vesting commencement date, which was April 1, 2010.
5,000 shares granted pursuant to a service-based RSU award for up to 20,000 shares were vested and released to Mr. Hosein effective
- (6) April 1, 2011. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.

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.