

MARVELL TECHNOLOGY GROUP LTD

Form 4

January 02, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

OMB APPROVAL

 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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Marvell Technology Group Ltd. (MRVL)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Alba Manuel			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year December 30, 2002			<input checked="" type="checkbox"/> Director —		
(Last) (First) (Middle)									700 First Avenue		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			Other (specify below)		
Sunnyvale, CA 94089									(City) (State) (Zip)		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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, par value \$0.002 per share	12/30/02		X		6,881	A	\$8.35		D	
Common Stock, par value \$0.002 per share	12/30/02		S		6,881	D	\$19.03		D	
Common Stock, par value \$0.002 per share	12/31/02		S		50,000	D	\$18.763	654,799	D	
Common Stock, par value \$0.002 per share								26,960	I ⁽¹⁾	By wife.

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$8.35	12/30/02		X		6,881	(2)	10/26/08	Common Stock	0			0	D	
Employee Stock Option (Right to Buy)	\$31.25	12/11/02		J(3)	V	(3)	(3)	(3)	Common Stock	31,234			31,234	D	
Employee Stock Option (Right to Buy)	\$20.03	12/11/02		J(4)	V	(4)	(4)	(4)	Common Stock	42,630			42,630	D	
Employee Stock Option (Right to Buy)	\$30.69	12/11/02		J(5)	V	(5)	(5)	(5)	Common Stock	0			0	D	

Explanation of Responses:

- (1) Mr. Alba disclaims beneficial ownership in shares held by his wife.
- (2) This option has now been fully vested and exercised.
- (3) Mr. Alba resigned his employment with the Company on 12/11/02, as a result 15,445 unvested shares in the grant were cancelled. Pursuant to the terms of the relevant stock option plan, all of Mr. Alba's vested options must be exercised within 3 months following his resignation or they will be cancelled (03/11/03). Mr. Alba continues to remain a member of MTGL's Board of Directors.
- (4) Mr. Alba resigned his employment with the Company on 12/11/02, as a result 46,338 unvested shares in the grant were cancelled. Pursuant to the terms of the relevant stock option plan, all of Mr. Alba's vested options must be exercised within 3 months following his resignation or they will be cancelled (03/11/03). Mr. Alba continues to remain a member of MTGL's Board of Directors.
- (5) Mr. Alba resigned his employment with the Company on 12/11/02, as a result all 20,000 unvested shares in the grant were cancelled.

By: /s/ **Manuel Alba**

December 31, 2002

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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