

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 December 13, 2004

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 *
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)
12/09/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

SUNNYVALE, CA 94089
 (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 12/09/2004 | | M | 3,000 A \$ 5 | 36,763 | D | |
| Common Stock | 12/09/2004 | | S | 3,000 D \$ 33.64 | 33,763 | D | |
| Common Stock | 12/10/2004 | | M | 3,000 A \$ 5 | 36,763 | D | |
| Common Stock | 12/10/2004 | | S | 3,000 D \$ 33.93 | 33,763 | D | |

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)

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) | Disposed of (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 5 | 12/09/2004 | | M | 3,000 | | (1) | 05/08/2010 | Common Stock | 293,800 |
| Employee Stock Option (Right to Buy) | \$ 5 | 12/10/2004 | | M | 3,000 | | (1) | 05/08/2010 | Common Stock | 290,800 |
| Employee Stock Option (Right to Buy) | \$ 10.6875 | | | | | | (2) | 01/02/2011 | Common Stock | 80,000 |
| Employee Stock Option (Right to Buy) | \$ 15.345 | | | | | | (3) | 02/28/2012 | Common Stock | 80,000 |
| Employee Stock Option (Right to Buy) | \$ 6.935 | | | | | | (4) | 10/16/2012 | Common Stock | 140,000 |
| Employee Stock Option (Right to Buy) | \$ 12.37 | | | | | | (5) | 05/05/2013 | Common Stock | 100,000 |

| | | | | | | |
|-----------|-----------|--|-----|------------|--------|---------|
| Buy) | | | | | | |
| Stock | | | | | | |
| Option | \$ 18.95 | | (6) | 01/02/2014 | Common | 140,000 |
| (Right to | | | | | Stock | |
| Buy) | | | | | | |
| Stock | | | | | | |
| Option | \$ 22.475 | | (7) | 04/16/2014 | Common | 17,840 |
| (Right to | | | | | Stock | |
| Buy) | | | | | | |

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
12/10/2004

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.