

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 April 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Wu Zining

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)
 04/01/2014

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common shares | 04/01/2014 | | M | | 3,750 | A | 11 |
| Common shares | 04/01/2014 | | F(2) | | 1,410 | D | \$ 16.205 |
| Common shares | 04/01/2014 | | M | | 5,000 | A | 11 |
| Common shares | 04/01/2014 | | F(2) | | 1,880 | D | \$ 16.205 |
| Common shares | 04/01/2014 | | M | | 8,125 | A | 11 |

Edgar Filing: MARVELL TECHNOLOGY GROUP LTD - Form 4

| | | | | | | | |
|---------------|------------|------------------|--------|---|--------------------|--------|---|
| Common shares | 04/01/2014 | F ⁽²⁾ | 3,054 | D | \$ 16.205 | 66,282 | D |
| Common shares | 04/01/2014 | M | 16,000 | A | Ⓐ | 82,282 | D |
| Common shares | 04/01/2014 | F ⁽²⁾ | 6,013 | D | \$ 16.205 | 76,269 | D |
| Common Shares | 04/02/2014 | S | 17,398 | D | \$ 16.2346 Ⓒ | 58,871 | 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 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) | Ⓐ | 04/01/2014 | | M | 3,750 | Ⓓ 04/01/2014 | Common Shares 3,750 |
| Restricted stock units (Right to Acquire) | Ⓐ | 04/01/2014 | | M | 5,000 | Ⓔ 04/01/2015 | Common Shares 5,000 |
| Restricted stock units (Right to Acquire) | Ⓐ | 04/01/2014 | | M | 8,125 | Ⓕ 04/01/2016 | Common Shares 8,125 |
| Restricted stock units (Right to Acquire) | Ⓐ | 04/01/2014 | | M | 16,000 | Ⓖ 04/01/2014 | Common Shares 16,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Wu Zining 5488 MARVELL LANE SANTA CLARA, CA 95054 | | | CTO | |

Signatures

/s/ Zining Wu 04/02/2014

__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).
- (1) Each restricted stock unit represented a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
 - (2) Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.23 to \$16.245, inclusive. The reporting person undertakes to provide Marvell, any security holder of Marvell, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 3 to this Form 4.
 - (3) 3,750 shares granted pursuant to a service-based RSU award for up to 15,000 shares were vested and released to Mr. Wu effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.
 - (4) 5,000 shares granted pursuant to a service-based RSU award for up to 20,000 shares were vested and released to Mr. Wu effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date.
 - (5) 8,125 shares granted pursuant to a service-based RSU award for up to 32,500 shares were vested and released to Mr. Wu effective April 1, 2014. This grant vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.
 - (6) 16,000 shares granted pursuant to a service-based RSU award for up to 16,000 shares were vested and released to Mr. Wu effective April 1, 2014. This grant fully vests on the first anniversary of April 1, 2013, the vesting commencement date.
 - (7)

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.