MARVELL TECHNOLOGY GROUP LTD
Form 4
November 24, 2004

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERVEY GEORGE

(Last) (First) (Middle)

700 FIRST AVENUE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MARVELL TECHNOLOGY GROUP LTD [MRVL]

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/23/2004 | | M | | 10,000 | A | $ 5 | 43,046 | D | |
| Common Stock | 11/23/2004 | | S | | 10,000 | D | $ 31 | 33,046 | D | |
| Common Stock | 11/24/2004 | | M | | 3,000 | A | $ 5 | 36,046 | D | |
| Common Stock | 11/24/2004 | | S | | 3,000 | D | $ 31.7 | 33,046 | 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 |
| Employee Stock Option (Right to Buy) | $ 5 | 11/23/2004 | | M | | | 10,000 | (1) | 05/08/2010 | Common Stock | 348,800 |
| Employee Stock Option (Right to Buy) | $ 5 | 11/24/2004 | | M | | | 3,000 | (1) | 05/08/2010 | Common Stock | 345,800 |
| 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 |

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

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| HERVEY GEORGE<br>700 FIRST AVENUE<br>SUNNYVALE, CA 94089 | | | Chief Financial Officer | |

# Signatures

| | |
|---|---|
| George Hervey | 11/23/2004 |
| **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 exerciseable 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 exerciseable 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 exerciseable as they vest.

**(4)** Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exerciseable as they vest.

**(5)** Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exerciseable as they vest.

**(6)** Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exerciseable as they vest.

**(7)** Of such 17,840 shares, all shares are fully vested and exerciseable 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.
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