KIM NEIL Y. Form 4 May 17, 2018

FORM 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Check this box if no longer subject to Section 16.

Form 4 or

obligations

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB Number:

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January 31, 2005

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may continue. See Instruction 1(b).

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 * KIM NEIL Y.

2. Issuer Name and Ticker or Trading

Symbol

MARVELL TECHNOLOGY GROUP LTD [MRVL]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/15/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

below)

Chief Technology 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

Issuer

SANTA CLARA, CA 95054

5488 MARVELL LANE

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	05/15/2018		M	14,338	A	\$0	15,739	D	
Common Shares	05/15/2018		F(1)	7,506	D	\$ 21.7	8,233	D	
Common Shares	05/15/2018		M	12,290	A	\$0	20,523	D	
Common Shares	05/15/2018		F(1)	6,436	D	\$ 21.7	14,087	D	

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 buy)	<u>(2)</u>	05/15/2018		M	14,338	(3)	(3)	Common Shares	14,338
Restricted Stock Units (right to buy)	<u>(2)</u>	05/15/2018		M	12,290	<u>(3)</u>	<u>(3)</u>	Common Shares	12,290

Reporting Owners

Reporting Owner Name / Address	Relationships s					
	Director	10% Owner	Officer	Other		
KIM NEIL Y. 5488 MARVELL LANE			Chief Technology Officer			
SANTA CLARA, CA 95054			emer reemieregj emeer			

Signatures

Neil Kim by Mary Ahern as attorney-in-fact

**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) Surrender of shares in payment of tax withholding due as a result of the vesting of RSUs.

Reporting Owners 2

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- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.
- (3) The RSUs vest as to 33% on May 15, 2018, 33% on May 15, 2019 and 34% on May 15, 2020.

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.