

MARVELL TECHNOLOGY GROUP LTD
 Form 4
 December 09, 2016

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 *
 Sutardja, Sehat

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)
 12/07/2016

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

SANTA CLARA, CA 95054
 (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
 ___X___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 12/07/2016 | | M | | 272,882 | A | \$ 10.76 |
| | | | | | | | 3,741,777 ⁽¹⁾ |
| Common Shares | 12/07/2016 | | S | | 272,882 | D | \$ 14.1287 |
| | | | | | | | 3,468,895 ⁽¹⁾ |
| | | | | | | | ⁽²⁾ |
| Common Shares | 12/07/2016 | | M | | 235,000 | A | \$ 14.01 |
| | | | | | | | 3,703,895 ⁽¹⁾ |
| Common Shares | 12/07/2016 | | S | | 235,000 | D | \$ 14.2202 |
| | | | | | | | 3,468,895 ⁽¹⁾ |
| | | | | | | | ⁽³⁾ |
| | 12/07/2016 | | M | | 226,800 | A | \$ 14.01 |
| | | | | | | | 3,695,695 ⁽¹⁾ |

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| | | | | | | | | | |
|---------------|------------|--|---|---------|---|------------|---------------------------|---|--|
| Common Shares | | | | | | | | | |
| Common Shares | 12/07/2016 | | S | 226,800 | D | \$ 14.2202 | 3,468,895 ⁽¹⁾ | D | |
| Common Shares | | | | | | | 18,253,334 ⁽¹⁾ | I | By Sutardja Family Partners ⁽⁴⁾ |
| Common Shares | | | | | | | 43,514,448 ⁽¹⁾ | I | By SSWD LLC ⁽⁵⁾ |

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 Number Shares |
| Employee Stock Option (Right to Buy) | \$ 10.76 | 12/07/2016 | | M | 272,882 | ⁽⁶⁾ 12/08/2016 | Common Shares 272,882 |
| Employee Stock Option (Right to Buy) | \$ 14.01 | 12/07/2016 | | M | 235,000 | ⁽⁷⁾ 12/08/2016 | Common Shares 235,000 |
| Employee Stock Option (Right to Buy) | \$ 14.01 | 12/07/2016 | | M | 226,800 | ⁽⁷⁾ 12/08/2016 | Common Shares 226,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sutardja, Sehat 5488 MARVELL LANE SANTA CLARA, CA 95054 | | X | | |
| Dai, Weili 5488 MARVELL LANE SANTA CLARA, CA 95054 | | X | | |

Signatures

Sehat Sutardja 12/09/2016

**Signature of
Reporting Person

Date

Weili Dai 12/09/2016

**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) These securities are jointly owned by Ms. Weili Dai and Dr. Sehat Sutardja who are members of a "Group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended. Dr. Sutardja and Ms. Dai are husband and wife.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.08 to \$14.22, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of
- (2) Marvell, or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.18 to \$14.315, inclusive. The reporting person undertakes to provide Marvell Technology Group Ltd. ("Marvell"), any security holder of
- (3) Marvell, or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.
- (4) Ms. Dai and Dr. Sutardja are the general partners of The Sutardja Family Partners, a California family limited partnership.
- (5) Ms. Dai and Dr. Sutardja are the managing members of SSWD LLC, a Delaware limited liability company.
- (6) Option vests at the rate of 1/4th of the shares annually beginning on the first anniversary of April 30, 2013, the vesting commencement date.
- (7) Option vests at the rate of 1/4th of the shares annually beginning on the first anniversary of December 28, 2007, the vesting commencement date.

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.