

Lagatta Thomas F
Form 4
December 18, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lagatta Thomas F

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)
12/15/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP of WW Sales & Marketing

SANTA CLARA, CA 95054

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Shares	12/15/2018		M	5,466 A	\$ 0 28,079 ⁽¹⁾	D	
Common Shares	12/15/2018		F	1,891 D	\$ 15.38 26,188	D	
Common Shares	12/15/2018		M	13,664 A	\$ 0 39,852	D	
Common Shares	12/15/2018		F	4,726 D	\$ 15.38 35,126	D	

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

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(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)		8. Deemed Exercise Price (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	12/15/2018		M		5,466		(3)	(3)	Common Shares	5,466
Restricted Stock Units	(2)	12/15/2018		M		13,664		(3)	(3)	Common Shares	13,664

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lagatta Thomas F 5488 MARVELL LANE SANTA CLARA, CA 95054			EVP of WW Sales & Marketing	

Signatures

Thomas F. Lagatta by Blair Walters as
Attorney-in-Fact

12/18/2018

 **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) Includes 1,174 shares and 311 shares acquired under the Marvell 2000 Employee Stock Purchase Plan on June 7, 2018 and December 7, 2018 respectively, in an exempt transaction under Rule 16b-3(c) of the Securities Exchange Act of 1934.
- (2) Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- (3) The RSUs vested as to 33% on December 15, 2018 and will vest 34% on December 15, 2019.

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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