

MARVELL TECHNOLOGY GROUP LTD

Form 4

January 30, 2006

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 *
CIOFFI JOHN M

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)
01/27/2006

Director 10% Owner
 Officer (give title below) 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
 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 Price (D) | | |
| Common Stock | 01/27/2006 | | S | | 5,000 D \$ 69.21 | 225,000 (7) | D |
| Common Stock | 01/27/2006 | | S | | 5,000 D \$ 70 | 220,000 (7) | D |
| Common Stock | 01/27/2006 | | S | | 5,000 D \$ 72.5 | 215,000 (7) | D |
| Common Stock | 01/27/2006 | | M | | 5,000 A \$ 7.5 | 220,000 (7) | D |
| Common Stock | 01/27/2006 | | S | | 5,000 D \$ 69.21 | 215,000 (7) | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|------------------------|---|
| Common Stock | 01/27/2006 | | M | 5,000 | A | \$ 7.5 | 220,000 ⁽⁷⁾ | D |
| Common Stock | 01/27/2006 | | S | 5,000 | D | \$ 70 | 215,000 ⁽⁷⁾ | D |
| Common Stock | 01/27/2006 | | M | 5,000 | A | \$ 7.5 | 220,000 ⁽⁷⁾ | D |
| Common Stock | 01/27/2006 | | S | 5,000 | D | \$ 72.5 | 215,000 ⁽⁷⁾ | 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) | 8. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 7.5 | 01/27/2006 | | M | 5,000 | ⁽¹⁾ | 06/26/2010 | Common Stock | 25,000 |
| Stock Option (Right to Buy) | \$ 7.5 | 01/27/2006 | | M | 5,000 | ⁽¹⁾ | 06/26/2010 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 7.5 | 01/27/2006 | | M | 5,000 | ⁽¹⁾ | 06/26/2010 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 10.29 | | | | | ⁽²⁾ | 06/21/2011 | Common Stock | 12,000 |
| | \$ 10.795 | | | | | ⁽³⁾ | 06/21/2012 | | 12,000 |

| | | | | | | |
|--------------------------------------|-----------|-----|------------|-----------------|-----------------|--|
| Stock Option (Right to Buy) | | | | | Common Stock | |
| Stock Option (Right to Buy) | \$ 16.655 | (4) | 06/27/2013 | Common Stock | 12,000 | |
| Stock Option (Right to Buy) | \$ 23.785 | (5) | 05/28/2014 | Common Stock | 12,000 | |
| Stock Option (Right to Buy) | \$ 40.27 | (6) | 06/10/2015 | Common Stock | 6,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CIOFFI JOHN M 5488 MARVELL LANE SANTA CLARA, CA 95054 | X | | | |

Signatures

John Cioffi 01/31/2006

**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) Of such 60,000 shares, vests 20% on 06/26/01 and 1,000 shares per month from 07/26/01 through 06/26/05; Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

(2) Of such 12,000 shares, vests 1,000 shares per month from 07/21/05 through 06/21/06; Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

(3) Of such 12,000 shares, vests 1,000 shares per month from 07/21/06 through 06/21/07. Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

(4) Of such 12,000 shares, vests 1,000 shares per month from 07/27/07 through 06/27/08. Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.

(5) Of such 12,000 shares, vests 1,000 shares per month from 06/29/08 through 05/28/09. Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of

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termination of the reporting person's services as a non-employee director of the Company.

- (6) Of such 6,000 shares, vests 500 shares per month from 07/10/2009 through 06/10/2010; Stock Options are immediately exercisable but not fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company as to the unvested shares in the event of termination of the reporting person's services as a non-employee director of the Company.
- (7) This trade was done subject to a 10b5-1 plan entered into by Reporting Person on November 7, 2005. All shares have been fully vested and exercised.

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.