

MARVELL TECHNOLOGY GROUP LTD

Form 4

February 12, 2008

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 *
CHANG KUO WEI HERBERT

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, SANTA CLARA

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2008

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

(Street)
CA 95054

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

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------------|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/08/2008 | | J ⁽¹⁾ | 86,952 | D | \$ 0 <u>(1)</u> | 116,592 | I | By Investar Capital Inc. |
| Common Stock | 02/08/2008 | | J ⁽²⁾ | 86,952 | D | \$ 0 <u>(2)</u> | 30,000 | I | By Investar Capital Inc. |
| Common Stock | 02/08/2008 | | J ⁽²⁾ | 86,952 | A | \$ 0 <u>(2)</u> | 86,952 | D | |

| | | | | | | | | | |
|--------------|------------|--|------------------|---------|---|-------------|---------|---|-----------------------------------|
| Common Stock | 02/11/2008 | | J ⁽³⁾ | 15,000 | D | \$ 0 (3) | 15,000 | I | By Investar Capital Inc. |
| Common Stock | 02/11/2008 | | J ⁽⁴⁾ | 15,000 | D | \$ 0 (4) | 0 | I | By Investar Capital Inc. |
| Common Stock | 02/11/2008 | | J ⁽⁴⁾ | 15,000 | A | \$ 0 (4) | 101,592 | D | |
| Common Stock | 02/11/2008 | | G V | 101,592 | D | \$ 0 | 0 | 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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHANG KUO WEI HERBERT 5488 MARVELL LANE SANTA CLARA CA 95054 | X | | | |

Signatures

/s/ Kuo Wei (Herbert)
Chang

02/12/2008

__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) On February 8, 2008, Investar Capital Inc. effected a pro-rata distribution of shares to a certain non-affiliated party. The receipt of shares by the non-affiliated party is not reflected herein.
- (2) On February 8, 2008, Investar Capital Inc. effected a pro-rata distribution of shares to Kuo-Wei Chang.
- (3) On February 11, 2008, Investar Capital Inc. effected a pro-rata distribution of shares to a certain non-affiliated party. The receipt of shares by the non-affiliated party is not reflected herein.
- (4) On February 11, 2008, Investar Capital Inc. effected a pro-rata distribution to Kuo-Wei Chang.

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.