MARVELL TECHNOLOGY GROUP LTD

Form 4 April 03, 2003

FORM 4

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

OMB APPROVAL

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longer subject to Section 16. Form 4 or Form 5 obligations may continue.

_ Check this box if no

See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

Name and Address of Banatao Diosdado		2. Issuer N Marvell T				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) 700 First Avenue		3. I.R.S. Id of Reporting an entity	ng P	Person,	Numl	Month	tement for n/Day/Year	X Director			
(Stree Sunnyvale, CA 94089						Date o	of Original h/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (Stat	e) (Zip)		Tab	le I	Non-D	eriv		osed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	action Date	2A. Deem Execution Date, if any (Month/Da Year)	Code (Instr. 8)		4. Securit (A) or Dis (Instr. 3, 4)	spose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	ship Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.002 per share	04/01/03		М		30,100	A	\$0.036667		D		
Common Stock, par value \$0.002 per share	04/01/03		S		30,100	D	\$21.025		D		
Common Stock, par value \$0.002 per share	04/02/03		М		50,000	A	\$0.036667		D		
Common Stock, par value \$0.002 per share	04/02/03		S		50,000	D	\$22.3842	1,375,000	D		
Common Stock, par value \$0.002 per share								1,676,747	I	By Diosdado Banatao & Maria C. Banatao Trust	
Common Stock, par value \$0.002 per share								680,680	I	By Tallwood Partners LLC	
Common Stock, par value \$0.002 per share						_		16,948	I	By Daughter <u>(1)</u>	

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

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

								options, c						4.0	44
	2. Conver-			4.				6. Date Exerc		7. Title an			9. Number of	10.	11. Natu
Derivative			Deemed	Trans-									Derivative	Owner-	of Indire
Security	Exercise	Date	Execution	action	ı	Deri	ivative			Underlyin		Security	Securities	ship	Beneficia
	Price of		Date,	Code	9	Seci	urities	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownersh
(Instr. 3)	Derivative	(Month/	if any		1	Acq	uired	Year)		(Instr. 3 &	(4)		Owned	of Deriv-	(Instr. 4)
ľ	Security	Day/	(Month/	(Instr.		(A)				Ì	•		Following	ative	
		-	Day/	8)			posed						Reported	Security:	
			Year)	-,		of (I								Direct	
						(-	- /						(Instr. 4)	(D)	
					(Inci	tr. 3, 4						(IIIstr. 4)	or	
					- 1	`	,							Indirect	
				—	_	& 5	_		1		I			(I)	
				Code	V ((A)		Date	Expira-	Title	Amount			(Instr. 4)	
								Exer-cisable	tion		or			(IIISII. 4)	
									Date		Number				
											of				
											Shares				
Stock	\$.036667	04/01/03		M			30,100	Immed.	07/22/06	Common				D	
Option							, , , , ,			Stock					
(Right to										50001					
Buy)															
Stock	\$ 026667	04/02/03		D	H		50,000	Immmed.	07/22/07	Common	750 (00		759,600	D	
	\$.030007	04/02/03		ש			50,000	illillillea.	07/22/00		759,000		759,000	ע	
Option										Stock					
(Right to															
Buy)	_				Н										
Stock	\$0.05	i						Immed.	01/28/07	Common	180,000		180,000	D	
Option										Stock					
(Right to															
Buy)															
Stock	\$15.00				T			(2)	06/26/10	Common	30,000		30,000	D	
Option	φιείου							_	00,20,10	Stock	20,000		20,000		
(Right to										Stock					
Buy)															
	#20.50			+	H			(3)	06/06/11	C	C 000		C 000	ъ	
Stock	\$20.58							(3)	06/26/11	Common	6,000		6,000	D	
Option										Stock					
(Right to															
Buy)		<u> </u>			Ш										
Stock	\$21.59	1						(4)	6/21/12	Common	6,000		6,000	D	
Option										Stock					
(Right to															
Buy)															
Put					Ħ				11/2003	Common	500 000		1	I	Tallwoo
Option									11/2003	Stock	300,000		1	1	Parnters
(Right to										Stock					LLC
Sell)(5)															LLC
	 	 		+	H		<u> </u>			~				_	
Put									03/2004	Common	250,000		1	I	By
Option										Stock					Diosdad
(Right to															& Maria
Sell)(6)															C.
															Banatao
															Trust
Put		1			Ħ				03/2004	Common	150 000		1	I	Ву
Option									0312004	Stock	150,000		1	'	Diosdad
							'			BIUCK					
(Right to	I		I	1 /	ı		1		l	1		l		1	& Maria

Sell) <u>(6)</u>									C. Banatao Trust
Put Option (Right to Sell) ⁽⁶⁾					Common Stock	100,000	1	I	By Diosdad & Maria C. Banatao
Put Option (Right to Sell) ⁽⁶⁾					Common Stock	300,000	1	I	By Diosdad & Maria C. Banatao Trust
Put Option (Right to Sell) ⁽⁶⁾					Common Stock	100,000	1	I	By Diosdad & Maria C. Banatao Trust
Put Option (Right to Sell) ⁽⁶⁾					Common Stock	100,000	1	I	By Diosdad & Maria C. Banatao Trust

Explanation of Responses:

- (1) The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Act for any other purpose.
- (2) Of such 30,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 20% on 06/26/01 and 500 shares per month from 07/26/01 through 06/25/05. Reflects non-discretionary grants under 1997 Directors Plan.
- (3) Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be suject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/05 through 06/21/06. Reflects non-disrectionary grants under 1997 Directors Plan.
- (4) Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 7/21/06 through 6/21/07. Reflects non-discretionary grants under 1997 Directors Plan.
- (5) The Tallwood Partners LLC entered into a pre-paid forward contract covering these shares. The contract provides that the Partnership will participate in a portion of the appreciation in the price of the Issuer's stock over the period of the contract through a reduction in the number of shares to be delivered at the end of the contract.
- (6) The Diosdado & Maria C. Banatao Trust entered into a pre-paid forward contract covering these shares. The contract provides that the Trust will participate in a portion of the appreciation in the price of the Issuer's stock over the period of the contract through a reduction in the number of shares to be delivered at the end of the contract.

By: /s/ **Diosdado Banatao**

April 3, 2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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