

MARVELL TECHNOLOGY GROUP LTD

Form 5

March 18, 2003

FORM 5UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

☒ Form 3 Holdings Reported

☐ Form 4 Transactions Reported

ANNUAL 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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Alba Manuel			Marvell Technology Group Ltd. (MRVL)			☒ Director		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			10% Owner ☐		
700 First Avenue						☐ Officer (give title below) ☐		
(Street)						Other (specify below)		
Sunnyvale, CA 84089								
(City) (State) (Zip)			5. If Amendment, Date of Original (Month/Year)			7. 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 & 5)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.002 per share			(1)		500	D		
Common Stock, par value \$0.002 per share					655,299	D		
Common Stock, par value \$0.002 per share					26,960	I	By Wife ⁽²⁾	

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 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative	10. Ownership	11. Nature of Indirect Beneficial
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(Instr. 3)	Price of Derivative Security	Date (Month/ Day/ Year)	Date, if any (Month/ Day/ Year)	Code (Instr. 8)	Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	Month/Day/ Year		Securities (Instr. 3 & 4)		(Instr. 5)	Securities Beneficially Owned at End of Year (Instr. 4)	Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
						(A)	(D)	Date Exer-cisable	Expira- tion Date				
Employee Stock Option (Right to Buy)	\$31.25							Immed. ⁽³⁾	⁽³⁾		Common Stock	31,234	D
Employee Stock Option (Right to Buy)	\$20.03							Immed. ⁽⁴⁾	⁽⁴⁾		Common Stock	42,630	D

Explanation of Responses:

(1) Form 3 Reportable Event: Mr. Alba owned an additional 500 shares of common stock on January 21, 2001, the day on which he became a director of the Company.

(2) Mr. Alba disclaims beneficial ownership in shares held by his wife.

(3) Mr. Alba Resigned his employment with the Company on 12/11/02, as a result 15,445 unvested shares in the grant were cancelled. Pursuant to the terms of the relevant stock option plan, all of Mr. Alba's vested options must be exercised within 3 months following his resignation or they will be cancelled (03/11/03). Mr. Alba continues to remain a member of MTGL's Board of Directors.

(4) Mr. Alba Resigned his employment with the Company on 12/11/02, as a result 46,338 unvested shares in the grant were cancelled. Pursuant to the terms of the relevant stock option plan, all of Mr. Alba's vested options must be exercised within 3 months following his resignation or they will be cancelled (03/11/03). Mr. Alba continues to remain a member of MTGL's Board of Directors.

By: /s/ **Manuel Alba**

March 17, 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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