

MARVELL TECHNOLOGY GROUP LTD

Form 4

March 03, 2006

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 *
HERVEY GEORGE

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)
03/01/2006

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

Chief Financial Officer

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)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/01/2006		M		9,000	A	\$ 15.345	93,517 D
Common Stock	03/01/2006		S		9,000	D	\$ 63.77	84,517 D
Common Stock	03/02/2006		M		3,000	A	\$ 15.345	87,517 D
Common Stock	03/02/2006		S		3,000	D	\$ 65.6	84,517 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5					<u>(1)</u>	05/08/2010	Common Stock	29,000
Employee Stock Option (Right to Buy)	\$ 15.345	03/01/2006		M	9,000	<u>(1)</u>	02/28/2012	Common Stock	29,000
Employee Stock Option (Right to Buy)	\$ 15.345	03/02/2006		M	3,000	<u>(1)</u>	02/28/2012	Common Stock	26,000
Employee Stock Option (Right to Buy)	\$ 6.935					<u>(2)</u>	10/16/2012	Common Stock	140,000
Employee Stock Option (Right to Buy)	\$ 12.37					<u>(3)</u>	05/05/2013	Common Stock	100,000
Stock Option (Right to Buy)	\$ 18.95					<u>(4)</u>	01/02/2014	Common Stock	140,000

Stock Option (Right to Buy)	\$ 22.475	<u>(5)</u>	04/16/2014	Common Stock	17,840
Stock Option (Right to Buy)	\$ 35.46	<u>(6)</u>	03/18/2015	Common Stock	12,106
Stock Option (Right to Buy)	\$ 35.45	<u>(7)</u>	04/11/2015	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERVEY GEORGE 5488 MARVELL LANE SANTA CLARA, CA 95054			Chief Financial Officer	

Signatures

George Hervey 03/03/2006

 **Signature of Date
Reporting Person

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) This option is fully vested and exercisable.
- (2) Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exercisable as they vest.
- (3) Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exercisable as they vest.
- (4) Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exercisable as they vest.
- (5) Of such 17,840 shares, all shares are fully vested and exercisable on 04/16/04.
- (6) Of such 12,106 shares, all shares are fully vested and exercisable on 02/01/05.
- (7) Of such 70,00 shares, vests 70,000 shares on 04/11/2009; Options become exercisable as they vest.

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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