#### Edgar Filing: MARVELL TECHNOLOGY GROUP LTD - Form 4

#### MARVELL TECHNOLOGY GROUP LTD

Form 4

January 11, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \*

Symbol

5. Relationship of Reporting Person(s) to

Issuer

CIOFFI JOHN M

MARVELL TECHNOLOGY GROUP LTD [MRVL]

2. Issuer Name and Ticker or Trading

(Check all applicable)

(Last) (First) (Middle)

(Street)

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

\_X\_\_ Director Officer (give title below)

10% Owner Other (specify

5488 MARVELL LANE

01/09/2006

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/09/2006		S	5,000	D	\$ 62.5	235,000 (7)	D	
Common Stock	01/09/2006		M	5,000	A	\$ 7.5	240,000 (7)	D	
Common Stock	01/09/2006		S	5,000	D	\$ 62.5	235,000 (7)	D	
Common Stock	01/10/2006		S	5,000	D	\$ 65.69	230,000 (7)	D	
Common Stock	01/10/2006		M	5,000	A	\$ 7.5	235,000 (7)	D	

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Common Stock 01/10/2006 S 5,000 D  $^{\$}_{65.69}$  230,000  $^{(7)}_{}$  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)

(In

# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day	ate	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
Stock Option (Right to Buy)	\$ 7.5	01/09/2006		M		5,000	<u>(1)</u>	06/26/2010	Common Stock	35,000
Stock Option (Right to Buy)	\$ 7.5	01/10/2006		M		5,000	<u>(1)</u>	06/26/2010	Common Stock	30,000
Stock Option (Right to Buy)	\$ 10.29						(2)	06/21/2011	Common Stock	12,000
Stock Option (Right to Buy)	\$ 10.795						(3)	06/21/2012	Common Stock	12,000
Stock Option (Right to Buy)	\$ 16.655						<u>(4)</u>	06/27/2013	Common Stock	12,000
Stock Option (Right to Buy)	\$ 23.785						<u>(5)</u>	05/28/2014	Common Stock	12,000

Stock Option (Right to

Buy)

\$ 40.27

<u>(6)</u> 06/10/2015

Common Stock

6,000 k

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CIOFFI JOHN M 5488 MARVELL LANE X SANTA CLARA, CA 95054

# **Signatures**

John Cioffi

01/11/2006

\*\*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).
  - 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
- (1) immediately exerciseable 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.
- Of such 12,000 shares, vests 1,000 shares per month from 07/21/05 through 06/21/06; Stock Options are immediately exerciseable but not (2) 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.
- Of such 12,000 shares, vests 1,000 shares per month from 07/21/06 through 06/21/07. Stock Options are immediately exerciseable but not (3) 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.
- Of such 12,000 shares, vests 1,000 shares per month from 07/27/07 through 06/27/08. Stock Options are immediately exerciseable but not (4) 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.
- Of such 12,000 shares, vests 1,000 shares per month from 06/29/08 through 05/28/09. Stock Options are immediately exerciseable but not (5) 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.
- Of such 6,000 shares, vests 500 shares per month from 07/10/2009 through 06/10/2010; Stock Options are immediately exerciseable 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.

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