

MARVELL TECHNOLOGY GROUP LTD

Form 4

April 03, 2015

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 *
Rashkin Michael

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2015

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

5488 MARVELL LANE

(Street)

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

SANTA CLARA, CA 95054

(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 or Price | | | | |
| Common Shares | 04/01/2015 | | M | | 47,494 | A | (1) | 48,922 (2) | D |
| Common Shares | 04/01/2015 | | F(3) | | 17,844 | D | \$ 14.97 | 31,078 | D |
| Common Shares | 04/01/2015 | | M | | 19,700 | A | (4) | 50,778 | D |
| Common Shares | 04/01/2015 | | F(3) | | 7,461 | D | \$ 14.97 | 43,317 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units (Right to Acquire) | (1) | 04/01/2015 | | M | 47,494 | (5) 04/01/2015 | Common Shares | 47,494 |
| Performance Award (Right to Acquire) | (4) | 04/01/2015 | | M | 19,700 | (6) 04/01/2015 | Common Shares | 19,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rashkin Michael 5488 MARVELL LANE SANTA CLARA, CA 95054 | | | CFO | |

Signatures

/s/ Michael
Rashkin 04/03/2015

**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) Each restricted stock unit ("RSU") represented a contingent right to receive one Marvell common share.
- (2) Includes 1,428 shares acquired under the Marvell 2000 Employee Stock Purchase Plan on December 5, 2014, in an exempt transaction per transaction code A, as well as under Rule 16b-3(c).

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- (3) Surrender of shares in payment of tax withholding due as a result of the vesting of RSUs or performance award (as applicable).
- (4) Each performance award represented a contingent right to receive one Marvell common share.
- (5) 47,494 shares granted pursuant to a performance-based RSU award were vested and released to Mr. Michael Rashkin effective April 1, 2015.
- (6) 19,700 shares granted pursuant to a performance award were vested and released to Mr. Rashkin effective April 1, 2015.

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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