

MARVELL SEMICONDUCTOR, INC. CARON DAVID
 Form 4
 December 05, 2017

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 *
 MARVELL SEMICONDUCTOR,
 INC. CARON DAVID

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)
 06/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corporate Controller and CAO

SANTA CLARA, CA 95054

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

(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 (A) or (D) Price		
Common Shares	06/09/2017		S		1,996 (1)	D	\$ 17.86 0
Common Shares	10/15/2017		M		6,589	A	\$ 0 6,589
Common Shares	10/15/2017		F		2,477	D	\$ 18.28 4,112
Common Shares	10/15/2017		M		5,935	A	\$ 0 10,047
Common Shares	10/15/2017		F		2,231	D	\$ 18.28 7,816

Common Shares 12/01/2017 S 7,816 D \$ 22.0557 0 D

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

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Option (Right to Buy)	(2)	10/15/2017		M	6,589	(3) (3)	Common Shares	6,589
Restricted Stock Option (Right to Buy)	(2)	10/15/2017		M	5,935	(3) (3)	Common Shares	5,935

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARVELL SEMICONDUCTOR, INC. CARON DAVID
5488 MARVELL LANE
SANTA CLARA, CA 95054

Corporate Controller and CAO

Signatures

Mary Ahern as attorney-in-fact for David
Caron

12/05/2017

__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) The 1,996 shares were acquired under the Marvell 2000 Employee Stock Purchase Plan on June 7, 2017, in an exempt transaction under Rule 16b-3(c) of the Securities Exchange Act of 1934.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.
- (3) The RSUs vest as to 33% on October 15, 2017, 33% on October 15, 2018 and 34% on October 15, 2019.

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.