

Micallef Andrew
Form 4
March 15, 2019

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 *
Micallef Andrew

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)
03/13/2019

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

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)
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount (D) Price | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of |
|--|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|---------------|-------------|
| Performance Based Restricted Stock Units | \$ 0 | 03/13/2019 | A | 34,412 (1) | | | | | 06/15/2019(2) | 06/15/2019 | Common Shares | 34 |
| Performance Based Restricted Stock Units | \$ 0 | 03/13/2019 | A | 24,088 (1) | | | | | 06/15/2019(2) | 06/15/2019 | Common Shares | 24 |
| Performance Based Restricted Stock Units | \$ 0 | 03/13/2019 | A | 25,668 (3) | | | | | 04/15/2020(4) | 04/15/2020 | Common Shares | 25 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Micallef Andrew 5488 MARVELL LANE SANTA CLARA, CA 95054 | | | COO | |

Signatures

Andrew Micallef by Blair Walters as Attorney-in-Fact. 03/15/2019

__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).
Reflects the number of shares earned in respect of performance based restricted stock units originally granted on August 11, 2016. The
- (1) Compensation Committee of the Board of Directors certified the achievement levels of the relative TSR performance metrics applicable to the award and the number of shares earned based on such results on March 13, 2019.
- (2) These performance based restricted stock units vest on June 15, 2019.
Reflects the number of shares earned in respect of performance based restricted stock units originally granted on April 15, 2017. The
- (3) Compensation Committee of the Board of Directors certified the achievement levels of the operational performance metrics applicable to the award and the number of shares earned based on such results on March 13, 2019.
- (4) These performance based restricted stock units vest on April 15, 2020.

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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