

Hussain Muhammad Raghib
 Form 4
 February 04, 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 *
 Hussain Muhammad Raghib

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)
 C/O 5488 MARVELL LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Chief Strategy 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)
 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 Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Shares	01/31/2019		M	88,245 (1) A \$ 0	686,716	D	
Common Shares	01/31/2019		F	35,922 (2) D \$ 18.53	650,794	D	
Common Shares					78,325	I	By family trusts

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

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SEC 1474 (9-02)

number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	01/31/2019		M	12,454	(4)	(4)	Common Shares	12,454
Restricted Stock Units	(3)	01/31/2019		M	9,443	(5)	(5)	Common Shares	9,443
Restricted Stock Units	(3)	01/31/2019		M	12,995	(4)	(4)	Common Shares	12,995
Restricted Stock Units	(3)	01/31/2019		M	20,552	(5)	(5)	Common Shares	20,552
Restricted Stock Units	(3)	01/31/2019		M	16,533	(6)	(6)	Common Shares	16,533
Restricted Stock Units	(3)	01/31/2019		M	16,268	(7)	(7)	Common Shares	16,268

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hussain Muhammad Raghیب C/O 5488 MARVELL LANE SANTA CLARA, CA 95054			EVP Chief Strategy Officer	

Signatures

Raghیب Hussain by Blair Walters as Attorney-in-Fact
02/04/2019

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).
- (1) Represents all RSU Shares vested and acquired by the reporting person on January 31, 2019.
- (2) Represents all RSU Shares surrendered in payment of tax withholding due as a result of the vesting of all RSU's acquired by the reporting person on January 31, 2019.
- (3) Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- (4) This award fully vested on January 31, 2019.
- (5) This award vests as to 50% of the shares on each of January 31, 2019 and 2020.
- (6) This award vests as to 1/3 of the shares on each of January 31, 2019, 2020 and 2021.
- (7) This award vests as to 25% of the shares on each of January 31, 2019, 2020, 2021 and 2022.

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.