

MARVELL TECHNOLOGY GROUP LTD  
 Form 4  
 January 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 CIOFFI JOHN M

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)  
 01/09/2006

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

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 Ownership (Instr. 4)	
				Code	V	Amount or Price				
Common Stock	01/09/2006		S			5,000	D	\$ 62.5	235,000 <sup>(7)</sup>	D
Common Stock	01/09/2006		M			5,000	A	\$ 7.5	240,000 <sup>(7)</sup>	D
Common Stock	01/09/2006		S			5,000	D	\$ 62.5	235,000 <sup>(7)</sup>	D
Common Stock	01/10/2006		S			5,000	D	\$ 65.69	230,000 <sup>(7)</sup>	D
Common Stock	01/10/2006		M			5,000	A	\$ 7.5	235,000 <sup>(7)</sup>	D

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Common Stock      01/10/2006           S      5,000      D      \$ 65.69      230,000 <sup>(7)</sup>      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.**

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.5	01/09/2006		M	5,000	<sup>(1)</sup> 06/26/2010	Common Stock	35,000
Stock Option (Right to Buy)	\$ 7.5	01/10/2006		M	5,000	<sup>(1)</sup> 06/26/2010	Common Stock	30,000
Stock Option (Right to Buy)	\$ 10.29					<sup>(2)</sup> 06/21/2011	Common Stock	12,000
Stock Option (Right to Buy)	\$ 10.795					<sup>(3)</sup> 06/21/2012	Common Stock	12,000
Stock Option (Right to Buy)	\$ 16.655					<sup>(4)</sup> 06/27/2013	Common Stock	12,000
Stock Option (Right to Buy)	\$ 23.785					<sup>(5)</sup> 05/28/2014	Common Stock	12,000

Stock Option (Right to Buy)	\$ 40.27	(6)	06/10/2015	Common Stock	6,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIOFFI JOHN M 5488 MARVELL LANE SANTA CLARA, CA 95054		X		

## 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).
  - (1) 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 immediately exercisable 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.
  - (2) Of such 12,000 shares, vests 1,000 shares per month from 07/21/05 through 06/21/06; Stock Options are immediately exercisable 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.
  - (3) Of such 12,000 shares, vests 1,000 shares per month from 07/21/06 through 06/21/07. Stock Options are immediately exercisable 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.
  - (4) Of such 12,000 shares, vests 1,000 shares per month from 07/27/07 through 06/27/08. Stock Options are immediately exercisable 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.
  - (5) Of such 12,000 shares, vests 1,000 shares per month from 06/29/08 through 05/28/09. Stock Options are immediately exercisable 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.
  - (6) Of such 6,000 shares, vests 500 shares per month from 07/10/2009 through 06/10/2010; Stock Options are immediately exercisable 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.