

Hussain Muhammad Raghib
 Form 4/A
 November 05, 2018

FORM 4

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

OMB APPROVAL

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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)
 07/06/2018

____ 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)
 07/12/2018

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 Ownership (Instr. 4)
Common shares	07/06/2018		A	(1) 697,698	(1) 697,698 (2) (3) D		
Common shares	07/06/2018		A	(4) 78,325	(4) 78,325 (3) I		By family trusts (5)

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

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SEC 1474 (9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock option (right to buy)	\$ 9.33	07/06/2018		A		40,339		07/06/2018	03/22/2020	Common shares	40,339
Stock option (right to buy)	\$ 9.38	07/06/2018		A		100,848		07/06/2018	02/07/2021	Common shares	100,848
Stock option (right to buy)	\$ 15.58	07/06/2018		A		51,981		<u>(7)</u>	02/16/2022	Common shares	51,981
Stock option (right to buy)	\$ 12.12	07/06/2018		A		145,952		<u>(8)</u>	02/11/2023	Common shares	145,952
Stock option (right to buy)	\$ 16.31	07/06/2018		A		116,024		<u>(9)</u>	02/10/2024	Common shares	116,024
Restricted stock units	<u>(10)</u>	07/06/2018		A		12,455		<u>(12)</u>	<u>(12)</u>	Common shares	12,455
Restricted stock units	<u>(10)</u>	07/06/2018		A		18,887		<u>(15)</u>	<u>(15)</u>	Common shares	18,887
Restricted stock units	<u>(10)</u>	07/06/2018		A		12,995		<u>(17)</u>	<u>(17)</u>	Common shares	12,995
Restricted stock units	<u>(10)</u>	07/06/2018		A		41,106		<u>(15)</u>	<u>(15)</u>	Common shares	41,106
Restricted stock units	<u>(10)</u>	07/06/2018		A		49,601		<u>(20)</u>	<u>(20)</u>	Common shares	49,601
Restricted stock units	<u>(10)</u>	07/06/2018		A		65,076		<u>(22)</u>	<u>(22)</u>	Common shares	65,076

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- (19) Received in exchange for restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger the Reporting Person acquired 49,601 RSUs.
- (20) This award vests as to 1/3 of the shares on each of January 31, 2019, 2020 and 2021.
- (21) Received in exchange for restricted stock units of Cavium, Inc. in connection with the Merger. On the effective date of the Merger the Reporting Person acquired 65,076 RSUs.
- (22) This award vests as of 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.

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