

MARVELL TECHNOLOGY GROUP LTD

Form 4

March 18, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- ☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting Person* Dai, Weili <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Last) (First) (Middle)</i> 700 First Street <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol Marvell Technology Group Ltd.(MRVL) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>																				
Sunnyvale, CA 94089 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year March 14, 2003 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	5. If Amendment, Date of Original (Month/Day/Year) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>																				
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <table style="width: 100%; border: none;"> <tr> <td style="width: 5%; text-align: center;">x</td> <td style="width: 40%;">Director</td> <td style="width: 5%; text-align: center;">x</td> <td style="width: 50%;">10% Owner</td> </tr> <tr> <td style="text-align: center;">o</td> <td colspan="3">Officer (give title below)</td> </tr> <tr> <td style="text-align: center;">x</td> <td colspan="3">Other (specify below)</td> </tr> <tr> <td></td> <td colspan="3">Executive Vice President</td> </tr> </table> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>		x	Director	x	10% Owner	o	Officer (give title below)			x	Other (specify below)				Executive Vice President			7. Individual or Joint/Group Filing (Check Applicable Line) <table style="width: 100%; border: none;"> <tr> <td style="width: 5%; text-align: center;">x</td> <td style="width: 95%;">Form Filed by One Reporting Person</td> </tr> <tr> <td style="text-align: center;">o</td> <td>Form Filed by More than One Reporting Person</td> </tr> </table>	x	Form Filed by One Reporting Person	o	Form Filed by More than One Reporting Person
x	Director	x	10% Owner																			
o	Officer (give title below)																					
x	Other (specify below)																					
	Executive Vice President																					
x	Form Filed by One Reporting Person																					
o	Form Filed by More than One Reporting Person																					

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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)	(A) or (D)	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)
Common Stock, par value \$0.002 per share	3-14-03		X	280,000	D	(4) 8,670,000	D	
Common Stock, par value \$0.002 per share	3-14-03		X	280,000	D	(4) 8,670,000	I (1)	By Spouse
Common Stock, par value \$0.002 per share						6,100,000	I (2)	By Sutardja Family Partners
Common Stock, par value \$0.002 per share						92,312	D (3)	

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Table II	Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Continued
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[illegible]

Explanation of Responses:

- (1) The reporting person disclaims beneficial ownership of these securities held by spouse.
- (2) The reporting person is a general partner of The Sutardja Family Partners, a California family limited partnership.
- (3) These shares are jointly held by Ms. Dai and her spouse, Dr. Sehat Sutardja.
- (4) Ms. Dai entered into pre-paid variable share forward contract (the "Pre-Paid Forward Contract") on April 3, 2002 relating to 280,000 shares (the "Number of Shares") of Marvell Technology Group Ltd. common stock ("Common Stock"). Under the contract, in exchange for a cash payment of \$8,210,893, Ms. Dai agreed to deliver a number of shares of Common Stock in March 2003 (or on an earlier date if the contract was terminated early) pursuant to the following formula: (i) if the price of Common Stock in March 2003 (the "Final Price") is less than \$32.747 (the "Floor Price"), the Number of Shares, (ii) if the Final Price is less than or equal to \$61.40 (the "Cap Price"), but greater than or equal to the Floor Price, then a number of shares equal to the Number of Shares times the Floor Price divided by the Final Price; (iii) if the Final Price is greater than the Cap Price, then a number of new shares equal to the Number of Shares multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price. Alternatively, Ms. Dai had the option to cash settle the contract, with the cash settlement amount being equal to the number of new shares to be delivered times the Final Price. On March 14, 2003, in accordance with the terms of the Pre-Paid Forward Contract, Ms. Dai delivered 280,000 shares of Common Stock in full settlement of the Pre-Paid Forward Contract.
- (5) Vests 25% on 06/06/03; and 2,083.33 shares per month from 07/06/2003-06/06/2006.

/s/ Weili Dai

3/17/03

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**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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