

MARVELL SEMICONDUCTOR, INC. CARON DAVID

Form 4

December 05, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARVELL SEMICONDUCTOR,
INC. CARON DAVID

(Last) (First) (Middle)

5488 MARVELL LANE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MARVELL TECHNOLOGY
GROUP LTD [MRVL]

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Corporate Controller and CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	06/09/2017		S		1,996 <u>(1)</u>	D	\$ 17.86	0	D
Common Shares	10/15/2017		M		6,589	A	\$ 0	6,589	D
Common Shares	10/15/2017		F		2,477	D	\$ 18.28	4,112	D
Common Shares	10/15/2017		M		5,935	A	\$ 0	10,047	D
Common Shares	10/15/2017		F		2,231	D	\$ 18.28	7,816	D

Common Shares 12/01/2017 S 7,816 D \$ 22.0557 0 D

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 (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. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Option (Right to Buy)	(2)	10/15/2017		M		6,589		(3)	(3)	Common Shares	6,589	\$
Restricted Stock Option (Right to Buy)	(2)	10/15/2017		M		5,935		(3)	(3)	Common Shares	5,935	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARVELL SEMICONDUCTOR, INC. CARON DAVID
5488 MARVELL LANE
SANTA CLARA, CA 95054

Corporate Controller and
CAO

Signatures

Mary Ahern as attorney-in-fact for David
Caron

12/05/2017

__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) The 1,996 shares were acquired under the Marvell 2000 Employee Stock Purchase Plan on June 7, 2017, in an exempt transaction under Rule 16b-3(c) of the Securities Exchange Act of 1934.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one Marvell common share.
- (3) The RSUs vest as to 33% on October 15, 2017, 33% on October 15, 2018 and 34% on October 15, 2019.

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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