

MARVELL TECHNOLOGY GROUP LTD  
 Form 3  
 January 21, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Wu Zining		(Month/Day/Year)	MARVELL TECHNOLOGY GROUP LTD [MRVL]	
(Last)	(First)	(Middle)	01/15/2014	
5488 MARVELL LANE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SANTA CLARA, CA 95054			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Technology Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	55,751	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	04/12/2020	Common Shares	30,000	\$ 21.14	D	Â
Restricted Stock Units (Right to Acquire)	Â (2)	04/01/2014	Common Shares	3,750	\$ (3)	D	Â
Employee Stock Option (Right to Buy)	Â (4)	04/29/2021	Common Shares	50,000	\$ 15.425	D	Â
Employee Stock Option (Right to Buy)	Â (5)	04/29/2021	Common Shares	50,000	\$ 15.425	D	Â
Restricted Stock Units (Right to Acquire)	Â (6)	04/01/2015	Common Shares	10,000	\$ (3)	D	Â
Employee Stock Option (Right to Buy)	Â (7)	04/21/2022	Common Shares	25,000	\$ 15.2	D	Â
Restricted Stock Units (Right to Acquire)	Â (8)	04/01/2016	Common Shares	24,375	\$ (3)	D	Â
Employee Stock Option (Right to Buy)	Â (9)	04/30/2023	Common Shares	120,000	\$ 10.76	D	Â
Restricted Stock Units (Right to Acquire)	Â (10)	04/01/2014	Common Shares	16,000	\$ (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wu Zining 5488 MARVELL LANE SANTA CLARA, CA 95054	Â	Â	Â Chief Technology Officer	Â

## Signatures

/s/ Zining Wu 01/21/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Option vests in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date. The option has become exercisable as to 22,500 shares as of April 1, 2013.
- (2) The original grant was for 15,000 restricted stock units on April 12, 2010. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2010, the vesting commencement date.
- (3) Each restricted stock unit represents a contingent right to receive one Marvell common share.
- (4) Option vests in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date. The option has become exercisable as to 25,000 shares as of April 1, 2012.

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- The above listed stock option award is subject to market-based vesting and will only vest if the Trigger Event (defined below) has occurred prior to the 5th anniversary of the date of grant; if the trigger event does not occur by such date, the stock option will immediately expire. If the closing price per common share of Marvell as reported by the NASDAQ Global Select Market equals or exceeds an average of \$24.70 for a period of 200 trading days prior to the 5th anniversary of the date of grant (the "Trigger Event"), then 100% of the shares subject to the option will vest on the date of the Trigger Event, subject to continued service through both the date of the Trigger Event and April 1, 2013.
- (5) The originat grant was for 20,000 restricted stock units on April 29, 2011. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2011, the vesting commencement date.
  - (7) Option vests in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date. The option has become exercisable as to 6,250 shares as of April 1, 2013.
  - (8) The originat grant was for 32,500 restricted stock units on April 21, 2012. Restricted stock units vest in four equal annual installments beginning on the first anniversary of April 1, 2012, the vesting commencement date.
  - (9) Option vests in four equal annual installments beginning on the first anniversary of April 1, 2013, the vesting commencement date.
  - (10) Restricted stock units vest in full on April 1, 2014.

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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