

MURPHY MATTHEW J

Form 4

April 15, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURPHY MATTHEW J

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)

5488 MARVELL LANE

(Street)

SANTA CLARA, CA 95054

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2019

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and President

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Shares | 04/11/2019 | | M | 32,625 A \$ 0 | 177,142 | I | By Trust (1) |
| Common Shares | 04/11/2019 | | F(2) | 17,178 D \$ 22.64 | 159,964 | I | By Trust (1) |
| Common Shares | 04/15/2019 | | M | 37,091 A \$ 0 | 197,055 | I | By Trust (1) |
| Common Shares | 04/15/2019 | | F(2) | 19,529 D \$ 23.71 | 177,526 | I | Buy Trust (1) |
| Common Shares | 04/15/2019 | | M | 34,227 A \$ 0 | 211,753 | I | By Trust (1) |

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| | | | | | | | | |
|------------------|------------|-------------|--------|---|-------------|---------|---|-----------------|
| Common Shares | 04/15/2019 | <u>F(2)</u> | 18,021 | D | \$ 23.71 | 193,732 | I | By Trust (1) |
| Common Shares | | | | | | 1,755 | 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. I |
|---|--|---|---|--------------------------------------|--|--|---|------------------|
| | | | | | | | | |
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | (3) | 04/11/2019 | | M | 32,625 | (4) | (4) | Common Shares |
| Restricted Stock Units | (3) | 04/15/2019 | | M | 37,091 | (5) | (5) | Common Shares |
| Restricted Stock Units | (3) | 04/15/2019 | | M | 34,227 | (6) | (6) | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURPHY MATTHEW J 5488 MARVELL LANE SANTA CLARA, CA 95054 | X | | CEO and President | |

Signatures

| | |
|---|------------|
| Matthew Murphy by Blair Walters Attorney-in-Fact | 04/15/2019 |
|---|------------|

__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) Shares held by Matthew and Laura Murphy as co-trustees of the Matthew and Laura Murphy Family Trust UTD 7/10/2007.
- (2) Surrender of shares in payment of tax withholding due as a result of the vesting of restricted stock units ("RSUs").
- (3) Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
- (4) The remaining RSUs vest on 7/11/2019.
- (5) The remaining RSUs vest on 4/15/2020.
- (6) The RSUs vest in equal quarterly installments on July 15, 2019, October 15, 2019, January 15, 2020, April 15, 2020, July 15, 2020, October 15, 2020, January 15, 2021 and April 15, 2021.

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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