

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |         |          |   |  |  |  |  |  |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Hussain Muhammad Raghieb</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>MARVELL TECHNOLOGY GROUP LTD [ MRVL ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP Chief Strategy Officer</u> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/31/2019</u>                       |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                      |  |  |
| <u>C/O 5488 MARVELL LANE</u>  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                    |  |  |  |  |  |
| (Street)<br><u>SANTA CLARA CA 95054</u>                                     |         |          |   |  |  |  |  |  |
| (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Shares                   | 01/31/2019                           |  | M                              |   | 88,245 <sup>(1)</sup>   | A          | \$0.00  | 686,716   | D  |   |
| Common Shares                   | 01/31/2019                           |  | F                              |   | 35,922 <sup>(2)</sup>   | D          | \$18.53 | 650,794   | D  |   |
| Common Shares                   |                                      |  |                                |   |   |            |         | 78,325  | I  | By family trusts                                      |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units                     | (3)  | 01/31/2019                           |  | M                              |   |  | 12,454 | (4)  | (4)             | Common Shares   | 12,454                                     | \$0.00   | 0   | D  |       |
| Restricted Stock Units                     | (3)  | 01/31/2019                           |  | M                              |   |  | 9,443  | (5)  | (5)             | Common Shares   | 9,443                                      | \$0.00   | 9,443   | D  |       |
| Restricted Stock Units                     | (3)  | 01/31/2019                           |  | M                              |   |  | 12,995 | (4)  | (4)             | Common Shares   | 12,995                                     | \$0.00   | 0   | D  |       |
| Restricted Stock Units                     | (3)  | 01/31/2019                           |  | M                              |   |  | 20,552 | (5)  | (5)             | Common Shares   | 20,552                                     | \$0.00   | 20,553  | D  |       |
| Restricted Stock Units                     | (3)  | 01/31/2019                           |  | M                              |   |  | 16,533 | (6)  | (6)             | Common Shares   | 16,533                                     | \$0.00   | 33,068  | D  |       |
| Restricted Stock Units                     | (3)  | 01/31/2019                           |  | M                              |   |  | 16,268 | (7)  | (7)             | Common Shares   | 16,268                                     | \$0.00   | 48,807  | D  |       |

**Explanation of Responses:**

1. Represents all RSU Shares vested and acquired by the reporting person on January 31, 2019.
2. Represents all RSU Shares surrendered in payment of tax withholding due as a result of the vesting of all RSU's acquired by the reporting person on January 31, 2019.
3. Each restricted stock unit represents a contingent right to receive one Marvell Technology Group Ltd. ("Marvell") common share upon vesting.
4. This award fully vested on January 31, 2019.

5. This award vests as to 50% of the shares on each of January 31, 2019 and 2020.
6. This award vests as to 1/3 of the shares on each of January 31, 2019, 2020 and 2021.
7. This award vests as to 25% of the shares on each of January 31, 2019, 2020, 2021 and 2022.

**Remarks:**

Raghib Hussain by Blair      02/04/2019  
Walters as Attorney-in-Fact

\*\* Signature of Reporting Person      Date

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).

\*\* 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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