

CHANG KUO WEI HERBERT

Form 4

March 24, 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* Chang Kuo Wei (Herbert) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Last) (First) (Middle)</i> 700 First Avenue <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Street)</i> Sunnyvale CA 94089 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(City) (State) (Zip)</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;"/> 4. Statement for Month/Day/Year March 20, 2003 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> </div> <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;"/> 5. If Amendment, Date of Original (Month/Day/Year) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> 7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person </div> |
|---|---|---|

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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) | 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 Stock, par value \$0.002 per share | 03/20/03 | | S | 5,000 | D 19.8 | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | | S | 3,700 | D 19.93 | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | | S | 1,100 | D 19.93 | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | | S | 200 | D 19.85 | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | | S | 4,500 | D 19.7 | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | | S | 500 | D 19.71 | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | | S | 5,000 | D 19.85 | I | By Investar Burgeon Venture Capital, Inc. |

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|---|----------|---|-------|---|-------|-----------|---|---|
| Common Stock, par value \$0.002 per share | 03/20/03 | S | 3,000 | D | 19.9 | | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | S | 2,000 | D | 19.9 | | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | S | 2,300 | D | 19.5 | | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | S | 700 | D | 19.95 | 768,200 | I | By Investar Burgeon Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | S | 3,000 | D | 19.71 | | I | By Investar Dayspring Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | S | 3,000 | D | 19.85 | | I | By Investar Dayspring Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | 03/20/03 | S | 900 | D | 19.95 | 243,100 | I | By Investar Dayspring Venture Capital, Inc. |
| Common Stock, par value \$0.002 per share | | | | | | 3,263,220 | I | By Investar Semiconductor Development Fund, Inc. |
| Common Stock, par value \$0.002 per share | | | | | | 50,796 | I | By Investar Capital, Inc. |
| Common Stock, par value \$0.002 per share | | | | | | 50,000 | I | By Investar Excelsus Venture Capital (Int'l.) Inc. |
| Common Stock, par value \$0.002 | | | | | | 184,616 | I | By Forefront Venture Partners, L.P. |

per share

| | | |
|---|---------|---|
| Common Stock, par value \$0.002 per share | 181,000 | D |
|---|---------|---|

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

[illegible]

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

[illegible]

Explanation of Responses:

(1) - Of such 30,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 20% on 06/26/01 and 500 shares per month from 07/26/01 through 06/25/05. Reflects non-discretionary grants under 1997 Directors Plan.

(2) - Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/05 through 06/21/06. Reflects non-discretionary grants under 1997 Directors Plan.

(3) - Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/06 through 06/21/07. Reflects non-discretionary grants under 1997 Directors Plan.

/s/ Kuo Wei (Herbert)
Chang

March 21, 2003

Date _____

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**Signature of Reporting
Person

** 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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