

LaChance Michael J.  
Form 3  
November 07, 2011

**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	
Â LaChance Michael J.		(Month/Day/Year)	MAXLINEAR INC [MXL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2051 PALOMAR AIRPORT ROAD,Â SUITE 100		11/04/2011	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CARLSBAD,Â CAÂ 92011			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Vice President, Operations	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Restricted Stock Units	Â <u>(1)</u>	05/20/2015	Class A Common Stock (par value \$0.0001)	30,000	\$ <u>(2)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	06/30/2018	Class A Common Stock (par value \$0.0001)	60,000	\$ 8.66	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LaChance Michael J. 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011	Â	Â	Â Vice President, Operations	Â

## Signatures

/s/ Patrick E. McCready, as  
Attorney-in-Fact

11/07/2011

\_\_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) Subject to the Reporting Person's continuing to be a service provider (as defined in the 2010 Equity Incentive Plan) through each such date, twenty five percent (25%) of the restricted stock units ("RSUs") subject to the award shall vest on May 20, 2012, and one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each August 20, November 20, February 20, and May 20 thereafter, such that the award shall be fully vested on May 20, 2015.

(2) Each RSU represents a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.

(3) Subject to the Reporting Person's continuing to be a service provider (as defined in the 2010 Equity Incentive Plan) through each such date, twenty five percent (25%) of the shares subject to the option shall vest and become exercisable on May 2, 2012, and one forty-eighth (1/48th) of the shares subject to the option shall vest and become exercisable each month thereafter, such that the option shall be fully vested and exercisable on the four (4) year anniversary of May 2, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.