REDDY MADHUKAR
Form 4
March 30, 2010

FORM 4

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

OMB APPROVAL	
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REDDY MADHUKAR

(Last) (First) (Middle)

2051 PALOMAR AIRPORT ROAD, SUITE 100

(Street)

CARLSBAD, CA 92011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MAXLINEAR INC [MXL]

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, ICs and RF Systems Enginee

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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 Stock ($0.0001 par value) (1) (2)	03/29/2010		J (1)		77,430	D	(1) (2)	0	D	
Common Stock ($0.0001 par value) (1) (2)	03/29/2010		J (1)		3,969	D	(1) (2)	0	I	See footnote (3)
Common Stock	03/29/2010		J (1)		3,969	D	(1) (2)	0	I	See footnote (4)

($0.0001 par value) (1) (2)

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

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.

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 A Underlying S (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Class B Common Stock (convertible into Class A Common Stock) (1) (2)	(2)	03/29/2010		J(1)		77,430		(2)	(2)	Class A Common Stock ($0.0001 par value)
Class B Common Stock (convertible into Class A Common Stock) (1) (2)	(2)	03/29/2010		J(1)		3,969		(2)	(2)	Class A Common Stock ($0.0001 par value)
Class B Common Stock (convertible into Class A Common Stock) (1) (2)	(2)	03/29/2010		J(1)		3,969		(2)	(2)	Class A Common Stock ($0.0001 par value)
Employee Stock Option (right to buy)	$ 0.2322	03/29/2010		J(5)			39,826	(6)	10/28/2015	Common Stock
	$ 0.3483	03/29/2010		J(5)			43,054	(7)	07/06/2016	

Employee Stock Option (right to buy)									Common Stock
Employee Stock Option (right to buy)	$ 1.1613	03/29/2010		J[5]		154,998	[8]	08/07/2017	Common Stock
Employee Stock Option (right to buy)	$ 4.2581	03/29/2010		J[5]		21,527	[9]	07/28/2019	Common Stock
Employee Stock Option (right to buy)	$ 7.4478	03/29/2010		J[5]		80,728	[10]	10/27/2019	Common Stock
Employee Stock Option (right to buy)	$ 0.2322	03/29/2010		J[5]	39,826		[6]	10/28/2015	Class B Common Stock
Employee Stock Option (right to buy)	$ 0.3483	03/29/2010		J[5]	43,054		[7]	07/06/2016	Class B Common Stock
Employee Stock Option (right to buy)	$ 1.1613	03/29/2010		J[5]	154,998		[8]	08/07/2017	Class B Common Stock
Employee Stock Option (right to buy)	$ 4.2581	03/29/2010		J[5]	21,527		[9]	07/28/2019	Class B Common Stock
Employee Stock Option (right to buy)	$ 7.4478	03/29/2010		J[5]	80,728		[10]	10/27/2019	Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDY MADHUKAR 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011			VP, ICs and RF Systems Enginee	

Signatures

/s/ Patrick E. McCready, by power of attorney	03/29/2010
**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) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock ($0.0001 par value) automatically converted into one share of Class B Common Stock ($0.0001 par value) immediately prior to the closing of the Registrant's initial public offering on March 29, 2010.

(2) Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the publicly traded stock, upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Registrant's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.

(3) Shares held directly by Anavi Reddy UTMA of CA DG 07188-DD, a trust for the benefit of the Reporting Person's children, for which the Reporting Person serves as custodian. The Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(4) Shares held directly by Arnav Reddy UTMA of CA DG 07187-DD, a trust for the benefit of the Reporting Person's children, for which the Reporting Person serves as custodian. The Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(5) Pursuant to a reclassification exempt under Rule 16b-7, each employee stock option to purchase one share of Common Stock ($0.0001 par value) automatically converted into an option to purchase one share of Class B Common Stock ($0.0001 par value) immediately prior to the closing of the Registrant's initial public offering on March 29, 2010.

(6) Shares subject to the option are fully vested and immediately exercisable.

(7) This stock option was granted on July 6, 2006 and vests over four years. Subject to the optionee's continuing to provide services, 2.08% of the shares vest at the end of each monthly period after July 1, 2006.

(8) This stock option was granted on August 7, 2007 and vests over four years. Subject to the optionee's continuing to provide services, 25% of the shares subject to the option vest and became immediately exercisable one year after grant, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.

(9) This stock option was granted on July 28, 2009 and vests over four years. Subject to the optionee's continuing to provide services, 25% of the shares subject to the option vest and become exercisable one year after May 8, 2009, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.

(10) This stock option was granted on October 27, 2009 and vests over four years. Subject to optionee's continuing to provide services, 10% of the shares subject to the stock option vest and become exercisable one year after the grant date, 20% of the shares subject to the stock option vest and become exercisable on the second anniversary of the grant date, 30% of the shares subject to the stock option vest and become exercisable on the third anniversary of the grant date, and 40% of the shares subject to the shares subject to the stock option vest and become exercisable on the fourth anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.