SEENDRIPU KISHORE

Form 4

January 21, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

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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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SEENDRIPU KISHORE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last) (First)

(Middle)

MAXLINEAR INC [MXL]

(Check all applicable)

2051 PALOMAR AIRPORT

(Street)

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

01/19/2011

_X__ Director X_ Officer (give title _X__ 10% Owner _ Other (specify

ROAD, SUITE 100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

President and CEO

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CARLSBAD, CA 92011

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock (\$0.0001 par value)	01/19/2011		Code V C(1)	Amount 8,295	(D)	Price (1)	(Instr. 3 and 4) 8,295	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011		S(3)	100	D	\$ 11.62	8,195	I	See Footnote
	01/19/2011		S(3)	195	D		8,000	I	

Class A Common Stock (\$0.0001 par value)					\$ 11.63			See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.64	7,900	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	200	D	\$ 11.66	7,700	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.67	7,600	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	200	D	\$ 11.69	7,400	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	200	D	\$ 11.7	7,200	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.71	7,100	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	300	D	\$ 11.72	6,800	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.75	6,700	I	See Footnote
	01/19/2011	S(3)	100	D		6,600	I	

Class A Common Stock (\$0.0001 par value)					\$ 11.76		See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	200	D	\$ 11.77 6,400	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 6,300	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.8 6,200	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.84 6,100	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.85 6,000	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	200	D	\$ 5,800	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	600	D	\$ 11.87 5,200	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	598	D	\$ 11.89 4,602	I	See Footnote
	01/19/2011	S(3)	402	D	\$ 11.9 4,200	I	

Class A Common Stock (\$0.0001 par value)								See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	300	D	\$ 11.91	3,900	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	400	D	\$ 11.92	3,500	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.93	3,400	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S(3)	100	D	\$ 11.94	3,300	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <u>(3)</u>	300	D	\$ 11.95	3,000	I	See Footnote (2)

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 2. Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date (Month/Day/Year)		Code	5. Number out 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)	
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			Code V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (convertible into Class A Common Stock) (1)	<u>(4)</u>	01/19/2011	C(1)	8,295	<u>(4)</u>	<u>(4)</u>	Class A Common Stock (\$0.0001 par value)	8,295
Class B Common Stock (convertible into Class A Common Stock) (1)	<u>(4)</u>	01/20/2011	C(1)	8,295	<u>(4)</u>	<u>(4)</u>	Class A Common Stock (\$0.0001 par value)	8,295

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SEENDRIPU KISHORE 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011	X	X	President and CEO					
Signatures								

/s/ Patrick E. McCready, by power of 01/21/2011 attorney

> **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).
- Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock pursuant to a power **(1)** of attorney granted by the reporting person on June 7, 2010 in connection with the adoption of a Rule 10b5-1 trading plan.
- Shares held directly by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the reporting person and the reporting person's spouse, for which the reporting person and the reporting person's spouse serve as trustees.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 7, 2010.
 - Each share of Class B common stock is convertible into one share of Class A Common Stock, which is publicly traded stock, upon
- (4) 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.

Remarks:

Reporting Owners 5

Form 1 of 3

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.