

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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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
 Officer (give title below) _____ Other (specify below)
VP, ICs and RF Systems Engineer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (\$0.0001 par value) <u>(1)</u> <u>(2)</u> | 03/29/2010 | | J ⁽¹⁾ | | 77,430 | D | <u>(1)</u> <u>(2)</u> |
| Common Stock (\$0.0001 par value) <u>(1)</u> <u>(2)</u> | 03/29/2010 | | J ⁽¹⁾ | | 3,969 | D | <u>(1)</u> <u>(2)</u> |
| Common Stock | 03/29/2010 | | J ⁽¹⁾ | | 3,969 | D | <u>(1)</u> <u>(2)</u> |

See footnote (3)
See footnote (4)

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

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

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