

LING CURTIS
Form 3
March 23, 2010

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 and Ticker or Trading Symbol	
Â LING CURTIS		(Month/Day/Year)	MAXLINEAR INC [MXL]	
(Last)	(First)	(Middle)	03/23/2010	
2051 PALOMAR AIRPORT ROAD,Â SUITE 100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CARLSBAD,Â CAÂ 92011			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Technical Officer	<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)
Common Stock (\$0.0001 par value) ⁽¹⁾ ₍₂₎	670,008	D	Â

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

SEC 1473 (7-02)

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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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Series A Convertible Preferred Stock ⁽³⁾	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock ⁽¹⁾ ₍₂₎ 37,395 \$ 0 ⁽³⁾	D Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	10/28/2015	Common Stock ⁽¹⁾ ₍₂₎ 897 \$ 0.2322	D Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	08/07/2017	Common Stock ⁽¹⁾ ₍₂₎ 37,136 \$ 1.1613	D Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	10/27/2019	Common Stock ⁽¹⁾ ₍₂₎ 48,437 \$ 7.4478	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LING CURTIS 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011	Â X	Â	Â Chief Technical Officer	Â

Signatures

/s/ Patrick E. McCready, by power of attorney 03/23/2010

**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) Each share of Common Stock shall be automatically converted into one share of Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010 and has no expiration date.
Following the conversion of Common Stock into Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010, each share of Class B Common Stock will be convertible into one share of Class A Common 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.
- (2) Each share of Series A Preferred Stock is convertible at any time at the election of the Reporting Person and will automatically convert into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010. There is no expiration date.
- (3) Shares subject to the option are fully vested and immediately exercisable.
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 vested and became immediately exercisable one year after the grant date, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.
- (4)
- (5)
- (6)

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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. 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.