#### **LING CURTIS**

Form 4

Stock

(\$0.0001 par value) 12/14/2010

12/14/2010

#### December 14, 2010 **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or 0.5 response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **LING CURTIS** Issuer Symbol MAXLINEAR INC [MXL] (Check all applicable) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 2051 PALOMAR AIRPORT 12/14/2010 below) below) ROAD, SUITE 100 Chief Technical Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CARLSBAD, CA 92011 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common Stock $C^{(1)}$ 12/14/2010 961 Α (1) 2,368 D (\$0.0001par value) (1) Class A Common

 $S^{(2)}$ 

 $S^{(2)}$ 

100

161

D

D

2,268

2,107

D

D

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Class A Common Stock (\$0.0001 par value)					\$ 10.45		
Class A Common Stock (\$0.0001 par value)	12/14/2010	S(2)	200	D	\$ 10.5	1,907	D
Class A Common Stock (\$0.0001 par value)	12/14/2010	S(2)	100	D	\$ 10.51	1,807	D
Class A Common Stock (\$0.0001 par value)	12/14/2010	S(2)	300	D	\$ 10.58	1,507	D
Class A Common Stock (\$0.0001 par value)	12/14/2010	S(2)	100	D	\$ 10.64	1,407	D

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. Transac Code (Instr. 8	tionof Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Derit Secu (Inst
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Class B Common Class A Stock Common (3) (3) (convertible <u>(3)</u> 12/14/2010  $C^{(1)}$ 961 Stock 961 into Class A (\$0.0001 Common par value) Stock) (1)

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

LING CURTIS

2051 PALOMAR AIRPORT ROAD SUITE 100

CARLSBAD, CA 92011

# **Signatures**

/s/ Patrick E. McCready, by power of 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).
- (1) Reflects shares of Class B common stock converted into an equivalent number of shares of Class A common stock pursuant to a power of attorney granted by the reporting person on June 7, 2010 in connection with the adoption of a Rule 10b5-1 trading plan.
- (2) 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 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.

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.

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