#### **IMURA KIMIHIKO**

Form 4

January 12, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations

may continue. See Instruction 1(b).

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 \* **IMURA KIMIHIKO** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

MAXLINEAR INC [MXL]

2051 PALOMAR AIRPORT

ROAD, SUITE 100

(Month/Day/Year) 01/11/2011

Director 10% Owner X\_ Officer (give title \_ Other (specify below)

VP, Semiconductor Tech & Ops

6. Individual or Joint/Group Filing(Check

01/11/2011

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

I

4,116

Person

CARLSBAD, CA 92011

(\$0.0001par value)

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly 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 onAcquired Disposed (Instr. 3,	d (A) of (D) 4 and (A) or	<b>)</b> )	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)
Class A Common Stock (\$0.0001 par value)	01/11/2011		C(1)	7,500	A	( <u>1</u> )	7,500	D	
Class A Common Stock	01/11/2011		S(2)	7,500	D	\$ 12	0	D	

 $\mathbf{C}^{(1)}$ 

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Class A Common Stock (\$0.0001 par value)								See Footnote (3)
Class A Common Stock (\$0.0001 par value)	01/11/2011	S(2)	4,116	D	\$ 12	0	I	See Footnote (3)
Class A Common Stock (\$0.0001 par value)	01/11/2011	C(1)	5,000	A	(1)	5,000	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/11/2011	S(2)	5,000	D	\$ 12	0	I	See Footnote
Class A Common Stock (\$0.0001 par value)	01/12/2011	C(1)	7,500	A	(1)	7,500	D	
Class A Common Stock (\$0.0001 par value)	01/12/2011	S(2)	7,500	D	\$ 12	0	D	
Class A Common Stock (\$0.0001 par value)	01/12/2011	C(1)	884	A	(1)	884	I	See Footnote (3)
Class A Common Stock (\$0.0001 par value)	01/12/2011	S(2)	884	D	\$ 12	0	I	See Footnote (3)

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

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				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>(5)</u>	01/11/2011		C(1)	7,500	<u>(5)</u>	<u>(5)</u>	Class A Common Stock (\$0.0001 par value)	7,500
Class B Common Stock (convertible into Class A Common Stock) (1)	<u>(5)</u>	01/11/2011		C(1)	4,116	<u>(5)</u>	<u>(5)</u>	Class A Common Stock (\$0.0001 par value)	4,116
Class B Common Stock (convertible into Class A Common Stock) (1)	<u>(5)</u>	01/11/2011		C(1)	5,000	<u>(5)</u>	<u>(5)</u>	Class A Common Stock (\$0.0001 par value)	5,000
Class B Common Stock (convertible into Class A Common Stock) (1)	<u>(5)</u>	01/12/2011		C(1)	7,500	<u>(5)</u>	<u>(5)</u>	Class A Common Stock (\$0.0001 par value)	7,500

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

IMURA KIMIHIKO 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011

VP, Semiconductor Tech & Ops

## **Signatures**

/s/ Patrick E. McCready, by power of attorney

01/12/2011

\*\*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.
- (3) Shares held directly by KI Trust, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (4) Shares held directly by YI Trust, a grantor retained annuity trust, for which the Reporting Person's spouse serves as trustee.
- 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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