

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 <sup>(1)</sup>		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 <sup>(1)</sup>		3,969	D	<u>(1)</u> <u>(2)</u>
Common Stock	03/29/2010		J <sup>(1)</sup>		3,969	D	<u>(1)</u> <u>(2)</u>

See footnote (3)

See footnote (4)

(\$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)
					V	(A)	(D)	Date Exercisable	Expiration Date	
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> <sup>(1)</sup>		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> <sup>(1)</sup>		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> <sup>(1)</sup>		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> <sup>(5)</sup>		39,826		<u>(6)</u>	10/28/2015	Common Stock
	\$ 0.3483	03/29/2010		<u>J</u> <sup>(5)</sup>		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 <sup>(5)</sup>	154,998	<u>(8)</u>	08/07/2017		Common Stock
Employee Stock Option (right to buy)	\$ 4.2581	03/29/2010	J <sup>(5)</sup>	21,527	<u>(9)</u>	07/28/2019		Common Stock
Employee Stock Option (right to buy)	\$ 7.4478	03/29/2010	J <sup>(5)</sup>	80,728	<u>(10)</u>	10/27/2019		Common Stock
Employee Stock Option (right to buy)	\$ 0.2322	03/29/2010	J <sup>(5)</sup>	39,826	<u>(6)</u>	10/28/2015		Class B Common Stock
Employee Stock Option (right to buy)	\$ 0.3483	03/29/2010	J <sup>(5)</sup>	43,054	<u>(7)</u>	07/06/2016		Class B Common Stock
Employee Stock Option (right to buy)	\$ 1.1613	03/29/2010	J <sup>(5)</sup>	154,998	<u>(8)</u>	08/07/2017		Class B Common Stock
Employee Stock Option (right to buy)	\$ 4.2581	03/29/2010	J <sup>(5)</sup>	21,527	<u>(9)</u>	07/28/2019		Class B Common Stock
Employee Stock Option (right to buy)	\$ 7.4478	03/29/2010	J <sup>(5)</sup>	80,728	<u>(10)</u>	10/27/2019		Class B Common Stock



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