GRAHAM JOHN MALCOLM

Form 3

March 23, 2010

FORM 3

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

OMB

Number:

response...

3235-0104

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

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 *

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GRAHAM JOHN

(Month/Day/Year) 03/23/2010

MAXLINEAR INC [MXL]

MALCOLM (Last)

(First)

(Middle)

4. Relationship of Reporting Person(s) to Issuer

Director

_X__ Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

2051 PALOMAR AIRPORT

ROAD. SUITE 100

(Street)

(Check all applicable)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line)

(give title below) (specify below) _X_ Form filed by One Reporting Vice President, Marketing Person

Form filed by More than One

Reporting Person

CARLSBAD. CAÂ 92011

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

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

Conversion or Exercise

Price of

4.

Ownership Form of Derivative

5.

6. Nature of Indirect Beneficial Ownership

(Instr. 4)

Expiration Exercisable Date

Title

Amount or Number of

Security: Derivative Security Direct (D) (Instr. 5)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GRAHAM JOHN MALCOLM

2051 PALOMAR AIRPORT ROAD SUITE 100

CARLSBAD, CAÂ 92011

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).
- This stock option was granted on December 2, 2008 and vests over four years. Subject to the optionee's continuing to provide services, (1) 25% of the shares subject to the option vested and became immediately exercisable one year after November 10, 2008, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.
- (2) 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.

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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