

LING CURTIS

Form 4

December 29, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LING CURTIS**

(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)  
**12/28/2010**

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)

Chief Technical Officer

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. 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 Indirect Beneficial (Instr. 4)
Class A Common Stock (\$0.0001 par value) (1)	12/28/2010		C <sup>(1)</sup>	961 A	2,368	D	
Class A Common Stock (\$0.0001 par value)	12/28/2010		S <sup>(2)</sup>	161 D \$ 10.1	2,207	D	
	12/28/2010		S <sup>(2)</sup>	200 D	2,007	D	

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Class A Common Stock (\$0.0001 par value)					\$ 10.15		
Class A Common Stock (\$0.0001 par value)	12/28/2010	<u>S</u> <sup>(2)</sup>	100	D	\$ 10.17	1,907	D
Class A Common Stock (\$0.0001 par value)	12/28/2010	<u>S</u> <sup>(2)</sup>	400	D	\$ 10.18	1,507	D
Class A Common Stock (\$0.0001 par value)	12/28/2010	<u>S</u> <sup>(2)</sup>	100	D	\$ 10.21	1,407	D
Class A Common Stock (\$0.0001 par value) <u>(1)</u>	12/29/2010	<u>C</u> <sup>(1)</sup>	961	A	<u>(1)</u>	2,368	D
Class A Common Stock (\$0.0001 par value)	12/29/2010	<u>S</u> <sup>(2)</sup>	100	D	\$ 10.14	2,268	D
Class A Common Stock (\$0.0001 par value)	12/29/2010	<u>S</u> <sup>(2)</sup>	200	D	\$ 10.15	2,068	D
Class A Common Stock (\$0.0001 par value)	12/29/2010	<u>S</u> <sup>(2)</sup>	100	D	\$ 10.16	1,968	D
Class A Common Stock (\$0.0001 par value)	12/29/2010	<u>S</u> <sup>(2)</sup>	100	D	\$ 10.17	1,868	D

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Class A Common Stock (\$0.0001 par value)	12/29/2010	S <sup>(2)</sup>	200	D	\$ 10.18	1,668	D
Class A Common Stock (\$0.0001 par value)	12/29/2010	S <sup>(2)</sup>	100	D	\$ 10.19	1,568	D
Class A Common Stock (\$0.0001 par value)	12/29/2010	S <sup>(2)</sup>	161	D	\$ 10.24	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. 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 Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock (convertible into Class A Common Stock) <sup>(1)</sup>	<u>(3)</u>	12/28/2010		C <sup>(1)</sup>	961	<u>(3)</u>	<u>(3)</u>	Class A Common Stock (\$0.0001 par value)	961	\$
Class B Common Stock	<u>(3)</u>	12/29/2010		C <sup>(1)</sup>	961	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	961	\$

(convertible  
into Class A  
Common  
Stock) <sup>(1)</sup>

(\$0.0001  
par value)

## Reporting Owners

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

## Signatures

/s/ Patrick E. McCready, by power of attorney 12/29/2010

\_\_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) 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.

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