

IMURA KIMIHIKO  
Form 4  
May 03, 2011

**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 \*  
**IMURA KIMIHIKO**

(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)  
**05/02/2011**

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, Semiconductor Tech & Ops

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock (\$0.0001 par value) | 05/02/2011                           |  | S <sup>(2)</sup>               | 23  | D \$ 9.42   | 349  | D   |
| Class A Common Stock (\$0.0001 par value) | 05/02/2011                           |  | S <sup>(2)</sup>               | 49  | D \$ 9.43   | 300  | D   |
| Class A Common Stock                      | 05/02/2011                           |  | S <sup>(2)</sup>               | 300   | D \$ 9.52   | 0  | D   |

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|   |            |                         |       |   |             |       |   |                               |  |
|---|------------|-------------------------|-------|---|-------------|-------|---|-------------------------------|--|
| Stock<br>(\$0.0001<br>par value)                                    |            |                         |       |   |             |       |   |                               |  |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)<br><u>(1)</u> | 05/02/2011 | <u>C</u> <sup>(1)</sup> | 2,500 | A | <u>11</u>   | 2,500 | I | See<br>Footnote<br><u>(3)</u> |  |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> <sup>(2)</sup> | 100   | D | \$ 9.1      | 2,400 | I | See<br>Footnote<br><u>(3)</u> |  |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> <sup>(2)</sup> | 100   | D | \$ 9.14     | 2,300 | I | See<br>Footnote<br><u>(3)</u> |  |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> <sup>(2)</sup> | 100   | D | \$ 9.23     | 2,200 | I | See<br>Footnote<br><u>(3)</u> |  |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> <sup>(2)</sup> | 100   | D | \$ 9.25     | 2,100 | I | See<br>Footnote<br><u>(3)</u> |  |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> <sup>(2)</sup> | 200   | D | \$<br>9.255 | 1,900 | I | See<br>Footnote<br><u>(3)</u> |  |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> <sup>(2)</sup> | 400   | D | \$ 9.26     | 1,500 | I | See<br>Footnote<br><u>(3)</u> |  |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> <sup>(2)</sup> | 200   | D | \$<br>9.265 | 1,300 | I | See<br>Footnote<br><u>(3)</u> |  |
| Class A<br>Common   | 05/02/2011 | <u>S</u> <sup>(2)</sup> | 100   | D | \$ 9.27     | 1,200 | I | See<br>Footnote               |  |

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|   |            |              |       |   |            |       |   |                        |
|---|------------|--------------|-------|---|------------|-------|---|------------------------|
| Stock<br>(\$0.0001<br>par value)                                    |            |              |       |   |            |       |   | (3)                    |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> (2) | 100   | D | \$ 9.28    | 1,100 | I | See<br>Footnote<br>(3) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> (2) | 100   | D | \$ 9.29    | 1,000 | I | See<br>Footnote<br>(3) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> (2) | 400   | D | \$ 9.3     | 600   | I | See<br>Footnote<br>(3) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> (2) | 100   | D | \$ 9.31    | 500   | I | See<br>Footnote<br>(3) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> (2) | 100   | D | \$ 9.35    | 400   | I | See<br>Footnote<br>(3) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> (2) | 300   | D | \$ 9.36    | 100   | I | See<br>Footnote<br>(3) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)               | 05/02/2011 | <u>S</u> (2) | 100   | D | \$ 9.52    | 0     | I | See<br>Footnote<br>(3) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value)<br><u>(1)</u> | 05/02/2011 | <u>C</u> (1) | 2,500 | A | <u>(1)</u> | 2,500 | I | See<br>Footnote<br>(4) |
| Class A<br>Common   | 05/02/2011 | <u>S</u> (2) | 199   | D | \$ 9.15    | 2,301 | I | See<br>Footnote        |

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|   |            |                  |     |   |             |       |   |                        |
|---|------------|------------------|-----|---|-------------|-------|---|------------------------|
| Stock<br>(\$0.0001<br>par value)                      |            |                  |     |   |             |       |   | (4)                    |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/02/2011 | S <sup>(2)</sup> | 100 | D | \$ 9.23     | 2,201 | I | See<br>Footnote<br>(4) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/02/2011 | S <sup>(2)</sup> | 100 | D | \$ 9.25     | 2,101 | I | See<br>Footnote<br>(4) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/02/2011 | S <sup>(2)</sup> | 300 | D | \$<br>9.255 | 1,801 | I | See<br>Footnote<br>(4) |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 05/02/2011 | S <sup>(2)</sup> | 200 | D | \$ 9.26     | 1,601 | I | See<br>Footnote<br>(4) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| IMURA KIMIHIKO<br>2051 PALOMAR AIRPORT ROAD<br>SUITE 100<br>CARLSBAD, CA 92011 |               |           | VP, Semiconductor Tech & Ops |       |

## Signatures

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

05/03/2011

\_\_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.

### Remarks:

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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.