

WALSH BRENDAN  
Form 4  
March 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 \*  
WALSH BRENDAN

(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)  
03/03/2011

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, Business Development

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 or Price   |  |                                   |        |   |
| Class A Common Stock (\$0.0001 par value) <sup>(1)</sup> | 03/03/2011                           |  | C <sup>(1)</sup>               |   | 32,000  | A  | 75,054                            | D      |   |
| Class A Common Stock (\$0.0001 par value)                | 03/03/2011                           |  | S <sup>(2)</sup>               |   | 100   | D  | \$ 9.795                          | 74,954 | D |
|  | 03/03/2011                           |  | S <sup>(2)</sup>               |   | 900   | D  | \$ 9.8                            | 74,054 | D |

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Class A  
Common  
Stock  
(\$0.0001  
par value)

Class A  
Common  
Stock  
(\$0.0001  
par value)

Class A  
Common  
Stock  
(\$0.0001  
par value)

Class A  
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Class A  
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Stock  
(\$0.0001  
par value)

Class A  
Common  
Stock  
(\$0.0001  
par value)

Class A  
Common  
Stock  
(\$0.0001  
par value)

03/03/2011

S(2)

100

D

\$ 9.835 73,954

D

03/03/2011

S(2)

1,003

D

\$ 9.84 72,951

D

03/03/2011

S(2)

100

D

\$ 9.845 72,851

D

03/03/2011

S(2)

700

D

\$ 9.8475 72,151

D

03/03/2011

S(2)

5,641

D

\$ 9.85 66,510

D

03/03/2011

S(2)

200

D

\$ 9.855 66,310

D

03/03/2011

S(2)

200

D

\$ 9.8575 66,110

D

03/03/2011

S(2)

800

D

\$ 9.86 65,310

D

03/03/2011

S(2)

700

D

\$ 9.865 64,610

D

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|   |            |             |       |   |              |        |  |   |
|---|------------|-------------|-------|---|--------------|--------|--|---|
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) |            |             |       |   |              |        |  |   |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 | <u>S(2)</u> | 1,116 | D | \$ 9.87      | 63,494 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 | <u>S(2)</u> | 300   | D | \$<br>9.8725 | 63,194 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 | <u>S(2)</u> | 500   | D | \$ 9.875     | 62,694 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 | <u>S(2)</u> | 800   | D | \$<br>9.8775 | 61,894 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 | <u>S(2)</u> | 3,300 | D | \$ 9.88      | 58,594 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 | <u>S(2)</u> | 300   | D | \$<br>9.8825 | 58,294 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 | <u>S(2)</u> | 2,000 | D | \$ 9.885     | 56,294 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 | <u>S(2)</u> | 1,800 | D | \$ 9.89      | 54,494 |  | D |
|   | 03/03/2011 | <u>S(2)</u> | 900   | D |              | 53,594 |  | D |

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|   |            |  |             |       |   |              |        |  |   |
|---|------------|--|-------------|-------|---|--------------|--------|--|---|
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) |            |  |             |       |   | \$           |        |  |   |
|   |            |  |             |       |   | 9.8925       |        |  |   |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 |  | <u>S(2)</u> | 1,000 | D | \$ 9.895     | 52,594 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 |  | <u>S(2)</u> | 200   | D | \$ 9.897     | 52,394 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 |  | <u>S(2)</u> | 400   | D | \$<br>9.8975 | 51,994 |  | D |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 03/03/2011 |  | <u>S(2)</u> | 1,884 | D | \$ 9.9       | 50,110 |  | 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.**

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         |
| Class B Common                             | (3)  | 03/03/2011                           |  | <u>C(1)</u>                    | 32,000  | (3)  | (3)   | Class A Common                |

