

REDDY MADHUKAR
Form 4
December 27, 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 *
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)
12/20/2011

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, 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 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) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | | |
|-----------------------------------------------------------------------------|------------------------------|------------------|------------------|------------------------------------------------------|-------|-------|------------------|-----------------|-------------------------------------------|----------------------------|--|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ | <u>(1)</u> | 12/20/2011 | G ⁽²⁾ | V | | 5,500 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock (\$0.0001 par value) | 5,500 | | |
| Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ | <u>(1)</u> | 12/20/2011 | G ⁽²⁾ | V | 5,500 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock (\$0.0001 par value) | 5,500 | | |
| Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ | <u>(1)</u> | 12/20/2011 | G ⁽⁴⁾ | V | | 5,500 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock (\$0.0001 par value) | 5,500 | | |
| Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ | <u>(1)</u> | 12/20/2011 | G ⁽⁴⁾ | V | 5,500 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock (\$0.0001 par value) | 5,500 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REDDY MADHUKAR 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011 | | | VP, ICs and RF Systems Engineer | |

Signatures

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

12/27/2011

__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).

- 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.
- (1) Represents a transfer of shares for no consideration from the Reporting Person to Madhukar Reddy Cust Anavi Reddy UTMA CA DG07188DD, for which the Reporting Person serves as custodian.
 - (2) Represents a transfer of shares for no consideration from the Reporting Person to Madhukar Reddy Cust Anavi Reddy UTMA CA DG07188DD, for which the Reporting Person serves as custodian.
 - (3) Shares held by Madhukar Reddy Cust Anavi Reddy UTMA CA DG07188DD, for which the Reporting Person serves as custodian.
 - (4) Represents a transfer of shares for no consideration from the Reporting Person to Madhukar Reddy Cust Arnav Reddy UTMA CA DG07187DD, for which the Reporting Person serves as custodian.
 - (5) Shares held by Madhukar Reddy Cust Arnav Reddy UTMA CA DG07187DD, for which the Reporting Person serves as custodian.

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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