

MURPHY MATTHEW J
Form 4
December 29, 2008

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 *
MURPHY MATTHEW J

2. Issuer Name and Ticker or Trading Symbol
MAXIM INTEGRATED PRODUCTS INC [MXIM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
120 SAN GABRIEL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/25/2008

____ Director
 Officer (give title below) _____ Other (specify below)
VP, WORLDWIDE SALES

SUNNYVALE, CA 94086
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Security (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	Am or Num of S
Incentive Stock Option (right to buy)	\$ 45.25	12/25/2008		D			7,731		12/25/2008	05/04/2014	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 33.85	12/25/2008		D			11,000		12/25/2008	06/25/2013	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 34.1	12/25/2008		D			7,690		12/25/2008	06/30/2013	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 34.94	12/25/2008		D			6,000		12/25/2008	09/28/2011	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 35.83	12/25/2008		D			33,000		12/25/2008	11/02/2015	Common Stock	33
Non-Qualified Stock Option (right to buy)	\$ 36.24	12/25/2008		D			15,350		12/25/2008	12/30/2015	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 40.96	12/25/2008		D			14,300		12/25/2008	11/30/2014	Common Stock	14
Non-Qualified Stock Option (right to buy)	\$ 45.25	12/25/2008		D			3,768		12/25/2008	05/04/2014	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY MATTHEW J 120 SAN GABRIEL DRIVE SUNNYVALE, CA 94086			VP, WORLDWIDE SALES	

Signatures

By: Mark Casper For: Matthew J. Murphy
12/29/2008

__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) Sale price is equal to the Black-Scholes value of the option based upon the average closing stock price of the Company's common stock over the 20 trading day period ending November 5, 2008.

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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