

SEENDRIPU KISHORE  
Form 4  
December 22, 2010

**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 \*  
SEENDRIPU KISHORE

2. Issuer Name and Ticker or Trading Symbol  
MAXLINEAR INC [MXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2051 PALOMAR AIRPORT ROAD, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)  
12/22/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
CARLSBAD, CA 92011

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

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (\$0.0001 par value) <u>(1)</u>	12/22/2010		C <sup>(1)</sup>		8,295	A	<u>(1)</u>	8,295	I	See Footnote <u>(2)</u>
Class A Common Stock (\$0.0001 par value)	12/22/2010		S <sup>(3)</sup>		100	D	\$ 10	8,195	I	See Footnote <u>(2)</u>
	12/22/2010		S <sup>(3)</sup>		300	D	\$ 10.01	7,895	I	

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Class A Common Stock (\$0.0001 par value)								See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	100	D	\$ 10.02	7,795	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	300	D	\$ 10.025	7,495	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	300	D	\$ 10.04	7,195	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	900	D	\$ 10.05	6,295	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	200	D	\$ 10.08	6,095	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	280	D	\$ 10.09	5,815	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	201	D	\$ 10.1	5,614	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	199	D	\$ 10.11	5,415	I	See Footnote (2)
	12/22/2010	<u>S</u> (3)	1,500	D	\$ 10.12	3,915	I	

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Class A Common Stock (\$0.0001 par value)								See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	300	D	\$ 10.13	3,615	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	1,200	D	\$ 10.15	2,415	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	37	D	\$ 10.17	2,378	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	763	D	\$ 10.18	1,615	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	700	D	\$ 10.19	915	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	515	D	\$ 10.2	400	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	300	D	\$ 10.21	100	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	12/22/2010	<u>S</u> (3)	100	D	\$ 10.23	0	I	See Footnote (2)



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- (2) Shares held directly by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees.
- (3) 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.

- Each share of Class B common stock is convertible into one share of Class A Common Stock, which is 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.
- (4)

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.