SEENDRIPU KISHORE
Form 4
December 09, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SEENDRIPU KISHORE

(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)
12/08/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock ($0.0001 par value) (1)	12/08/2010		C(1)		8,295	A	(1)	8,295	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010		S(3)		100	D	$ 10.66	8,195	I	See Footnote (2)
	12/08/2010		S(3)		400	D	$ 10.67	7,795	I	

Class A Common Stock ($0.0001 par value)								See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	700	D	$ 10.68	7,095	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	700	D	$ 10.69	6,395	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	500	D	$ 10.7	5,895	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	500	D	$ 10.71	5,395	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	600	D	$ 10.72	4,795	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	400	D	$ 10.73	4,395	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	600	D	$ 10.74	3,795	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	500	D	$ 10.75	3,295	I	See Footnote (2)
	12/08/2010	S(3)	400	D	$ 10.76	2,895	I	

Class A Common Stock ($0.0001 par value)								See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	400	D	$ 10.77	2,495	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	95	D	$ 10.78	2,400	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	100	D	$ 10.79	2,300	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	100	D	$ 10.795	2,200	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	300	D	$ 10.8	1,900	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	800	D	$ 10.81	1,100	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	100	D	$ 10.84	1,000	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010	S(3)	200	D	$ 10.85	800	I	See Footnote (2)
	12/08/2010	S(3)	100	D	$ 10.86	700	I	

Class A Common Stock ($0.0001 par value)									See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010		S(3)	100	D	$ 10.89	600	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010		S(3)	300	D	$ 10.91	300	I	See Footnote (2)
Class A Common Stock ($0.0001 par value)	12/08/2010		S(3)	100	D	$ 10.96	200	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock (convertible into Class A Common	(4)	12/08/2010		C(1)			8,295	(4)	(4)	Class A Common Stock ($0.0001 par value)	8,295	

Stock) (1)									
Class B Common Stock (convertible into Class A Common Stock) (1)	(4)	12/09/2010		C(1)	8,295	(4)	(4)	Class A Common Stock ($0.0001 par value)	8,295

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEENDRIPU KISHORE 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011	X	X	President and CEO	

Signatures

/s/ Patrick E. McCready, by power of attorney	12/09/2010
**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) 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.

(4) Each share of Class B common stock is convertible into on share of Class A Common Stock, which is publicly traded stock, upon certain transfers and at teh 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 teh Class A Common Stock will automatically convert into a single class of Common Stock.

Remarks:

Form 1 of 2

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