LING CURTIS Form 4 March 30, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

MAXLINEAR INC [MXL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 2051 PALOMAR AIRPORT ROAD, SUITE 100 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CARLSBAD, CA 92011 (Check all applicable) (Month/Day/Year)	1. Name and Address of Reporting Person * LING CURTIS	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
2051 PALOMAR AIRPORT ROAD, SUITE 100 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CARLSBAD CA 92011 (3/29/2010	(Last) (First) (Middle)		(Check all applicable)				
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		` '	X Officer (give title Other (special below)				
CARLABAD CA 9/011	(Street)	΄ ε	Applicable Line)				
	CARLSBAD, CA 92011		,				

(City)	(State) (Zip) Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock (\$0.0001 par value)	03/29/2010		J <u>(1)</u>	707,403	D	<u>(1)</u> <u>(2)</u>	0	D	

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

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SEC 1474

(9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transac Code (Instr. 8	5. Number tiorDerivative Acquired () Disposed o (Instr. 3, 4	Securities (A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title I
Class B Common Stock (convertible into Class A Common Stock) (1) (2)	(2)	03/29/2010		J <u>(1)</u>	707,403		(2)	(2)	Class A Common Stock (\$0.0001 par value)
Employee Stock Option (right to buy)	\$ 0.2322	03/29/2010		J <u>(3)</u>		897	<u>(4)</u>	10/28/2015	Common Stock
Employee Stock Option (right to buy)	\$ 1.1613	03/29/2010		J <u>(3)</u>		37,136	<u>(5)</u>	08/07/2017	Common Stock
Employee Stock Option (right to buy)	\$ 7.4478	03/29/2010		J <u>(3)</u>		48,437	<u>(6)</u>	10/27/2019	Common Stock
Employee Stock Option (right to buy)	\$ 0.2322	03/29/2010		J <u>(3)</u>	897		<u>(4)</u>	10/28/2015	Class B Common Stock
Employee Stock Option (right to buy)	\$ 1.1613	03/29/2010		J <u>(3)</u>	37,136		<u>(5)</u>	08/07/2017	Class B Common Stock
Employee Stock Option (right to buy)	\$ 7.4478	03/29/2010		J <u>(3)</u>	48,437		<u>(6)</u>	10/27/2019	Class B Common Stock

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Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

LING CURTIS 2051 PALOMAR AIRPORT ROAD

SUITE 100

Chief Technical Officer

CARLSBAD, CA 92011

Signatures

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

03/29/2010

**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).
- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock (\$0.0001 par value) automatically converted into (1) one share of Class B Common Stock (\$0.0001 par value) immediately prior to the closing of the Registrant's initial public offering on March 29, 2010.
- 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.
- Pursuant to a reclassification exempt under Rule 16b-7, each employee stock option to purchase one share of Common Stock (\$0.0001
- (3) par value) automatically converted into an option to purchase one share of Class B Common Stock (\$0.0001 par value) immediately prior to the closing of the Registrant's initial public offering on March 29, 2010.
- (4) Shares subject to the option are fully vested and immediately exercisable.
- This stock option was granted on August 7, 2007 and vests over four years. Subject to the optionee's continuing to provide services, 25% of the shares subject to the option vested and became immediately exercisable one year after the grant date, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.
 - This stock option was granted on October 27, 2009 and vests over four years. Subject to optionee's continuing to provide services, 10% of the shares subject to the stock option vest and become exercisable one year after the grant date, 20% of the shares subject to the stock
- (6) option vest and become exercisable on the second anniversary of the grant date, 30% of the shares subject to the stock option vest and become exercisable on the third anniversary of the grant date, and 40% of the shares subject to the shares subject to the stock option vest and become exercisable on the fourth anniversary of the grant date.

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.

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