

WALSH BRENDAN  
Form 4  
March 30, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
WALSH BRENDAN

(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)  
03/29/2010

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, Business Development

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock (\$0.0001 par value) <u>(1)</u> <u>(2)</u>	03/29/2010		J <sup>(1)</sup>		309,997	D	<u>(1)</u> <u>(2)</u> 0

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Class B Common Stock (convertible into Class A Common Stock) <sup>(1)</sup> <sup>(2)</sup>	<u>(2)</u>	03/29/2010		<u>J</u> <sup>(1)</sup>		309,997		<u>(2)</u> <u>(2)</u>	Class A Common Stock (\$0.0001 par value)
Employee Stock Option (right to buy)	\$ 0.2322	03/29/2010		<u>J</u> <sup>(3)</sup>		21,527		<u>(4)</u> 10/28/2015	Common Stock
Employee Stock Option (right to buy)	\$ 0.2322	03/29/2010		<u>J</u> <sup>(3)</sup>		21,527		<u>(4)</u> 10/28/2015	Common Stock
Employee Stock Option (right to buy)	\$ 1.1613	03/29/2010		<u>J</u> <sup>(3)</sup>		77,499		<u>(5)</u> 08/07/2017	Common Stock
Employee Stock Option (right to buy)	\$ 7.4478	03/29/2010		<u>J</u> <sup>(3)</sup>		48,437		<u>(6)</u> 10/27/2019	Common Stock
Employee Stock Option (right to buy)	\$ 0.2322	03/29/2010		<u>J</u> <sup>(3)</sup>		21,527		<u>(4)</u> 10/28/2015	Class B Common Stock
Employee Stock Option (right to buy)	\$ 0.2322	03/29/2010		<u>J</u> <sup>(3)</sup>		21,527		<u>(4)</u> 10/28/2015	Class B Common Stock

