

SEENDRIPU KISHORE  
Form 4  
February 18, 2011

**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

(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)  
02/16/2011

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)  
President and CEO

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Class A Common Stock (\$0.0001 par value) | 02/17/2011                           |  | S <sup>(2)</sup>               | 100 D \$ 11.05  | 3,295   | I  | See Footnote (1)                  |
| Class A Common Stock (\$0.0001 par value) | 02/17/2011                           |  | S <sup>(2)</sup>               | 200 D \$ 11.06  | 3,095   | I  | See Footnote (1)                  |
| Class A Common Stock                      | 02/17/2011                           |  | S <sup>(2)</sup>               | 100 D \$ 11.08  | 2,995   | I  | See Footnote                      |

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|   |            |                        |     |   |             |       |   |                               |
|---|------------|------------------------|-----|---|-------------|-------|---|-------------------------------|
| Stock<br>(\$0.0001<br>par value)                      |            |                        |     |   |             |       |   | <u>(1)</u>                    |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 02/17/2011 | <u>S<sup>(2)</sup></u> | 295 | D | \$<br>11.09 | 2,700 | I | See<br>Footnote<br><u>(1)</u> |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 02/17/2011 | <u>S<sup>(2)</sup></u> | 100 | D | \$<br>11.11 | 2,600 | I | See<br>Footnote<br><u>(1)</u> |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 02/17/2011 | <u>S<sup>(2)</sup></u> | 900 | D | \$<br>11.12 | 1,700 | I | See<br>Footnote<br><u>(1)</u> |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 02/17/2011 | <u>S<sup>(2)</sup></u> | 500 | D | \$<br>11.13 | 1,200 | I | See<br>Footnote<br><u>(1)</u> |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 02/17/2011 | <u>S<sup>(2)</sup></u> | 100 | D | \$<br>11.14 | 1,100 | I | See<br>Footnote<br><u>(1)</u> |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 02/17/2011 | <u>S<sup>(2)</sup></u> | 200 | D | \$<br>11.16 | 900   | I | See<br>Footnote<br><u>(1)</u> |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 02/17/2011 | <u>S<sup>(2)</sup></u> | 200 | D | \$<br>11.17 | 700   | I | See<br>Footnote<br><u>(1)</u> |
| Class A<br>Common<br>Stock<br>(\$0.0001<br>par value) | 02/17/2011 | <u>S<sup>(2)</sup></u> | 300 | D | \$<br>11.18 | 400   | I | See<br>Footnote<br><u>(1)</u> |
| Class A<br>Common<br>Stock                            | 02/17/2011 | <u>S<sup>(2)</sup></u> | 200 | D | \$<br>11.19 | 200   | I | See<br>Footnote<br><u>(1)</u> |

(\$0.0001  
par value)

Class A  
Common  
Stock  
(\$0.0001  
par value)

02/17/2011

S<sup>(2)</sup>

100

D

\$ 11.3 100

I

See  
Footnote  
(1)

Class A  
Common  
Stock  
(\$0.0001  
par value)

02/17/2011

S<sup>(2)</sup>

100

D

\$  
11.31 0

I

See  
Footnote  
(1)

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

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(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 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |  |  |

## Reporting Owners

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

## Signatures

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

02/17/2011

\_\_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) 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.
- (2) 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.

### Remarks:

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