

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * WALSH BRENDAN	2. Date of Event Requiring Statement (Month/Day/Year) 03/23/2010	3. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Business Development	5. If Amendment, Date Original Filed(Month/Day/Year)
(Last) (First) (Middle) 2051 PALOMAR AIRPORT ROAD, SUITE 100	(Street) CARLSBAD, CA 92011	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	Table I - Non-Derivative Securities Beneficially Owned		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock (\$0.0001 par value) (1) (2)	309,997	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(3)	10/28/2015	Common Stock (1) (2)	21,527	\$ 0.2322	D	
Employee Stock Option (right to buy)	(3)	10/28/2015	Common Stock (1) (2)	21,527	\$ 0.2322	D	
Employee Stock Option (right to buy)	(4)	08/07/2017	Common Stock (1) (2)	77,499	\$ 1.1613	D	
Employee Stock Option (right to buy)	(5)	10/27/2019	Common Stock (1) (2)	48,437	\$ 7.4478	D	

Reporting Owners

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH BRENDAN 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011			VP, Business Development	

Signatures

/s/ Patrick E. McCready, by power of attorney		03/23/2010
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Common Stock shall be automatically converted into one share of Class B Common Stock immediately prior to the closing of the Registrant's initial public offering March 29, 2010 and has no expiration date.

Following the conversion of Common Stock into Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010, each share of Class B Common Stock will be convertible into one share of Class A Common Stock

(2) 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.

(3) 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%

(4) 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

(5) 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of MaxLinear, Inc. (the "Company"), hereby constitutes and appoints Kishore Seendripu, Curtis Ling, Patrick McCready, Joe Campa, Anthony Mauriello, Daniel Koeppen and Pam I

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appr

The undersigned hereby ratifies and confirms all that said attorneys in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of March, 2010.

Signature: /s/ Brendan Walsh

Print Name: Brendan Walsh