

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>KASTNER MICHAEL</b>		2. Issuer Name and Ticker or Trading Symbol <b>MAXLINEAR INC [MXL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Vice President, Sales</b>				
2051 PALOMAR AIRPORT ROAD, SUITE 100 <small>(Last) (First) (Middle)</small>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/29/2010</b>		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				
CARLSBAD, CA 92011 <small>(Street)</small>		4. If Amendment, Date Original Filed (Month/Day/Year)						
CARLSBAD, CA 92011 <small>(City) (State) (Zip)</small>		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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				

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$ 1.4516	03/29/2010		j(1)			217,471	(2)	10/01/2018	Common Stock	217,471	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 1.4516	03/29/2010		j(1)			8,610	(3)	10/01/2008	Common Stock	8,610	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 1.4516	03/29/2010		j(1)			217,471	(2)	10/01/2018	Class B Common Stock (4)	217,471	\$ 0	217,471	D	
Employee Stock Option (right to buy)	\$ 1.4516	03/29/2010		j(1)			8,610	(3)	10/01/2008	Class B Common Stock (4)	8,610	\$ 0	8,610	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASTNER MICHAEL 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011			Vice President, Sales	

### Signatures

/s/ Patrick E. McCready, by power of attorney <small>Signature of Reporting Person</small>	03/29/2010 <small>Date</small>
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### 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) Pursuant to a reclassification exempt under Rule 16b-7, each employee stock option to purchase one share of Common Stock (\$0.0001 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.

(2) This stock option was granted on October 1, 2008 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 September 23, 2008, 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 1, 2008 and vests over four years. Subject to the Reporting Person's continuing to provide services, 25% of the shares subject to the option vested one (3) year after September 25, 2008 and 2.08% vest each month thereafter; however, all of the shares are early exercisable as of the date of grant, subject to the Reporting Person entering into a restricted stock purchase agreement.

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 (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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