## 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

Instruction 1(b).		Investment	Company	y Act	t of 194	0					
(Print or Type Responses)											
Name and Address of Reporting Perso LING CURTIS	2. Issuer Name an MAXLINEAR II		X Director 10% Owner								
(Last) (First) 2051 PALOMAR AIRPORT ROA	3. Date of Earliest T 12/28/2010	Transaction	(Mor	nth/Day/Y	Year)		Other (specify bel	ow)			
(Street)	4. If Amendment, D	ate Origina	al File	ed(Month/E	ay/Year)	6. Individual or Joint/Group Filing(C	heck Applicable	Line)			
CARLSBAD, CA 92011							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Per	son			
(City) (State)	(Zip)	Ta	able I - No	n-Dei	rivative S	Securitie	es Acqui	ired, Disposed of, or Beneficially O	wned		
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	tion	4. Securities Acquir (A) or Disposed of ( (Instr. 3, 4 and 5)  (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership	
Cl. A C			Code	V	Amount	(D)	Price		(Instr. 4)		
Class A Common Stock (\$0.0001 par value) (1)	12/28/2010		C(1)		961	A	<u>(1)</u>	2,368	D		
Class A Common Stock (\$0.0001 par value)	12/28/2010		S <sup>(2)</sup>		161	D	\$ 10.1	2,207	D		
Class A Common Stock (\$0.0001 par value)	12/28/2010		S <sup>(2)</sup>		200	D	\$ 10.15	2,007	D		
Class A Common Stock (\$0.0001 par value)	12/28/2010		S <sup>(2)</sup>		100	D	\$ 10.17	1,907	D		
Class A Common Stock (\$0.0001 par value)	12/28/2010		S(2)		400	D	\$ 10.18	1,507	D		
Class A Common Stock (\$0.0001 par value)	12/28/2010		S <sup>(2)</sup>		100	D	\$ 10.21	1,407	D		
Class A Common Stock (\$0.0001 par value) (1)	12/29/2010		C(1)		961	A	<u>(1)</u>	2,368	D		
Class A Common Stock (\$0.0001 par value)	12/29/2010		S <sup>(2)</sup>		100	D	\$ 10.14	2,268	D		
Class A Common Stock (\$0.0001 par value)	12/29/2010		S <sup>(2)</sup>		200	D	\$ 10.15	2,068	D		
Class A Common Stock (\$0.0001 par value)	12/29/2010		S(2)		100	D	\$ 10.16	1,968	D		
Class A Common Stock (\$0.0001 par value)	12/29/2010		S(2)		100	D	\$ 10.17	1,868	D		
Class A Common Stock (\$0.0001 par value)	12/29/2010		S <sup>(2)</sup>		200	D	\$ 10.18	1,668	D		
Class A Common Stock (\$0.0001 par value)	12/29/2010		S <sup>(2)</sup>		100	D	\$ 10.19	1,568	D		
Class A Common Stock (\$0.0001 par value)	12/29/2010		S <sup>(2)</sup>		161	D	\$ 10.24	1,407	D		
Reminder: Report on a separate line for e	each class of securitie	es beneficially owne	d directly o	r indi	irectly.						
				cont	ained in	this fo	rm are	he collection of information not required to respond unless valid OMB control number.		1474 (9-02)	
		Derivative Securitie	-		-	-		y Owned			
1 Title of 2 3 Transaction		(e.g., puts, calls, wa	Number				7 Title	and 8 Price of 9 Number	of 10	11 Nati	

4 501 4 0	_		(8-7)					i '						4.0	44 37
1. Title of	2.	<ol><li>Transaction</li></ol>	3A. Deemed	4.		5. Ni	umber	6. Date Exe	rcisable	7. Title and		8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	tion	of		and Expirati	on Date	Amount of		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	anv	Code		Deri	vative	(Month/Day	/Year)	Underlying		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)				rities			Securities		,			Ownership
(111541.5)	Derivative		(monana Buy, rear)	(Inotir o		Acqu				(Instr. 3 and		` /		Security:	
	Security					(A) (				(IIIsti. 5 air	u + <i>)</i>			Direct (D)	(111301. 4)
	Security												U	( )	
						Disp								or Indirect	
						of (E	*						Transaction(s)		
						(Inst	r. 3,						(Instr. 4)	(Instr. 4)	
						4, an	d 5)								
											Amount	1			
								Date	Expiration	m: d	or				
								Exercisable	Date	Title	Number				
											of				
				Code	V	(A)	(D)				Shares				
Class B															
Ciass D															

Common Stock (convertible into Class A Common Stock) (1)	12/28/2010	C(1)		961	(3)	<u>(3)</u>	Class A Common Stock (\$0.0001 par value)	961	\$ 0	692,988	D	
Class B Common Stock (convertible into Class A Common Stock) (1)	12/29/2010	C(1)		961	(3)	(2)	Class A Common Stock (\$0.0001 par value)	0.64	\$ 0	692,027	D	

#### **Reporting Owners**

Donostino Como de Nordo / Addusos	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
LING CURTIS 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011	X		Chief Technical Officer						

### **Signatures**

/s/ Patrick E. McCready, by power of attorney	12/29/2010
**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).
- (1) Reflects shares of Class B common stock converted into an equivalent number of shares of Class A common stock pursuant to a power of attorney granted by the reporting person on June 7, 2010 in connection with the adoption of a Rule 10b5-1 trading plan.
- (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.
- 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 (3) 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.

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

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.