

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person SCHROCK DONALD E			2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 03/29/2017					
(Street) CARLSBAD, CA 92008			4. If Amendment, Date Original Filed (Month/Day/Year)			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)			<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	Amount	(A) or (D)	Price			
Class A Common Stock	03/29/2017		C		66,252	D	\$ 0	0	D	
Common Stock	03/29/2017		C		66,252	A	\$ 0	66,252	D	

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 Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	03/29/2017		J		6,217	(4)	(4)	Class A Common Stock	6,217	\$ 0	0	D	
Restricted Stock Units	(5)	03/29/2017		J		6,217	(4)	(4)	Common Stock	6,217	\$ 0	6,217	D	
Stock Option (Right to Buy)	\$ 7.4478	03/29/2017		J		34,575	(7)	10/26/2019(8)	Class B Common Stock	34,575	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 7.4478	03/29/2017		J		34,575	(7)	10/26/2019(8)	Common Stock	34,575	\$ 0	34,575	D	
Stock Option (Right to Buy)	\$ 14	03/29/2017		J		10,857	(9)	03/23/2020	Class A Common Stock	10,857	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 14	03/29/2017		J		10,857	(9)	03/23/2020	Common Stock	10,857	\$ 0	10,857	D	
Stock Option (Right to Buy)	\$ 9.1	03/29/2017		J		21,149	(10)	05/06/2018	Class A Common Stock	21,149	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 9.1	03/29/2017		J		21,149	(10)	05/06/2018	Common Stock	21,149	\$ 0	21,149	D	

### Reporting Owners

Relationships	

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
SCHROCK DONALD E C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008	X			

## Signatures

/s/ Adam Spice, as Attorney-in-Fact <small>**Signature of Reporting Person</small>		03/30/2017 <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) On March 29, 2017, each share of the Issuer's outstanding Class A Common Stock and Class B Common Stock automatically converted into one share of outstanding Common Stock pursuant to the Issuer's Amended and Restated Certificate of Incorporation.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- (3) In connection with the conversion described in footnote (1), outstanding RSUs denominated by Class A Common Stock issued under the Issuer's 2010 Equity Incentive Plan remain unchanged, except that they now represent a contingent right to receive one share of the Issuer's Common Stock.
- (4) Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through such date, one hundred percent (100%) of the RSUs subject to the award will vest on the earlier to occur of May 1, 2017 or the date immediately preceding the 2017 annual meeting of stockholders.
- (5) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- (6) In connection with the conversion described in footnote (1), outstanding options denominated by Class A Common Stock issued under the Issuer's 2010 Equity Incentive Plan or denominated by Class B Common Stock issued under the Issuer's 2004 Stock Plan remain unchanged, except that they now represent a right to receive one share of the Issuer's Common Stock.
- (7) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2004 Stock Plan) through each applicable vesting date, twenty five percent (25%) of the shares subject to the option vested and became exercisable on October 27, 2010, and 2.08% of the shares vested and became exercisable at the end of each monthly period thereafter.
- (8) An incorrect expiration date of October 27, 2019 was reported in the Form 4 filed on March 30, 2010. The correct expiration date is October 26, 2019.
- (9) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through such applicable vesting date, one hundred percent (100%) of the shares subject to the option vested and became exercisable on March 23, 2011.
- (10) Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through such applicable vesting date, one hundred percent (100%) of the shares subject to the option vested and became exercisable on the day prior to the 2012 annual meeting of stockholders.

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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