

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 * REDDY MADHUKAR			2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]			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) _____ VP, Central Engineering		
(Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 05/17/2017			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		
(Street) CARLSBAD, CA 92008			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City) (State) (Zip)			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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/17/2017		M		2,019	A	\$ 1.1613	187,838 <u>(1)</u>	D	
Common Stock	05/17/2017		S		2,019	D	\$ 31.5305 <u>(2)</u>	185,819	D	
Common Stock	05/19/2017		M		25,000	A	\$ 1.1613	210,819	D	
Common Stock	05/19/2017		S		25,000	D	\$ 31.1078 <u>(3)</u>	185,819	D	
Common Stock								26,569	I	See footnote <u>(4)</u>
Common Stock								26,569	I	See footnote <u>(5)</u>

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 1.1613	05/17/2017		M	2,019	<u>(6)</u>	08/07/2017	Common Stock	2,019	\$ 0	137,979	D	
Stock Option (Right to Buy)	\$ 1.1613	05/19/2017		M	25,000	<u>(6)</u>	08/07/2017	Common Stock	25,000	\$ 0	112,979	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDY MADHUKAR C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100			VP, Central Engineering	

Signatures

/s/ Adam Spice, as Attorney-in-Fact	05/19/2017
<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 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) Includes 793 shares of Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on May 15, 2017.
 - (2) Represents the weighted average share price of an aggregate total of 2,019 shares sold in the price range of \$31.50 to \$31.59 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) Represents the weighted average share price of an aggregate total of 25,000 shares sold in the price range of \$30.99 to \$31.24 by the reporting person. The reporting person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (4) Shares held by Madhukar Reddy Cust Anavi Maram Reddy UTMA, for which the Reporting Person serves as custodian.
 - (5) Shares held by Madhukar Reddy Cust Arnav Maram Reddy UTMA, for which the Reporting Person serves as custodian.
 - (6) 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 (25%) of the 154,998 shares subject to the option vested and became exercisable on August 7, 2008, and 2.08% of the shares vested and became exercisable at the end of each monthly period thereafter.

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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