FORM 4

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

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

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * WALSH BRENDAN	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 _X_ Officer (give title below) ____ Other (specify below) VP, Product Line Marketing
(Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2018	
(Street) CARLSBAD, CA 92008	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(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 (1)	02/26/2018		M		3,872	A	$ 0	165,764	D	
Common Stock	02/26/2018		F		5,038 (2)	D	$ 23.8	160,726	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 Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/26/2018		M			1,984	(3)	(3)	Common Stock	1,984	$ 0	12,009	D	
Restricted Stock Units	(1)	02/26/2018		M			673	(4)	(4)	Common Stock	673	$ 0	6,250	D	
Restricted Stock Units	(1)	02/26/2018		M			749	(5)	(5)	Common Stock	749	$ 0	11,120	D	
Restricted Stock Units	(1)	02/26/2018		M			466	(6)	(6)	Common Stock	466	$ 0	10,377	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH BRENDAN C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			VP, Product Line Marketing	

Signatures

/s/ Adam Spice, as Attorney-in-Fact	02/28/2018
**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)	Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.
(2)	Includes 1,166 shares of Common Stock withheld by the Company to satisfy tax withholding obligations in connection with the net issuance of shares of Common Stock delivered to the Reporting Person on February 26, 2018 for the 2017 performance period under the Company's Executive Incentive Bonus Plan. The grant of Common Stock was previously reported on the Reporting Person's Form 4 filed February 27, 2018 and subsequently amended on February 28, 2018.
(3)	Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty-five percent (25%) of the 64,049 RSUs subject to the award shall vest on November 20, 2015, and an additional one-sixteenth (1/16th) of the RSUs shall vest on each successive February 20, May 20, August 20, and November 20 thereafter, such that the award will be fully vested on November 20, 2018. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2018. On February 26, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is be based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 26, 2018.
(4)	Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 20,000 RSUs subject to the award shall vest on August 20, 2015, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2019. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2018. On February 26, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is be based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 26, 2018.
(5)	Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 25,417 RSUs subject to the award shall vest on February 20, 2016, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive May 20, August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2018. On February 26, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is be based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 26, 2018.
(6)	Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 13,836 RSUs subject to the award shall vest on May 20, 2017, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021. Reporting Person deferred delivery of shares of Common Stock issuable upon the vesting of RSUs on February 20, 2018. On February 26, 2018, the deferred shares of Common Stock were delivered to the Reporting Person. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) is be based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 26, 2018.

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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