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

(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)
(Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2020	___ Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) VP, Central Engineering
(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	03/31/2020		A		1,216 (1)	A	$ 0	346,359	D	
Common Stock	03/31/2020		F		409	D	$ 11.67	345,950	D	
Common Stock								30,689	I	See footnote (2)
Common Stock								30,689	I	See footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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	(4)	03/31/2020		A		38,560		(5)	(5)	Common Stock	38,560.00	$ 0	38,560	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 CARLSBAD, CA 92008			VP, Central Engineering	

Signatures

/s/ Connie Kwong, as Attorney-in-Fact	04/02/2020

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)   Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2019 fiscal year that were approved as part of the 2019 performance-based restricted stock award granted on May 20, 2019. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.

(2)   Shares held by Madhukar Reddy Cust Anavi Maram Reddy UTMA, for which the Reporting Person serves as custodian.

(3)   Shares held by Madhukar Reddy Cust Arnav Maram Reddy UTMA, for which the Reporting Person serves as custodian.

(4)   Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.

(5)   Subject to the Reporting Person continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, ten percent (10%) of the 38,560 RSUs subject to the award shall vest on May 20, 2021; twenty percent (20%) of the RSUs subject to the award shall vest on May 20, 2022; thirty percent (30%) of the RSUs subject to the award shall vest on May 20, 2023; and forty percent (40%) of the RSUs subject to the award shall vest on May 20, 2024, such that all the RSUs subject to the award will then be fully vested.

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.