

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

(Print or Type Responses)

1. Name and Address of Reporting Person * SEENDRIPU KISHORE (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO
C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100 (Street)	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2021	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
CARLSBAD, CA 92008 (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	03/08/2021		A		54,025 (1)	A	\$ 0	150,302	D	
Common Stock	03/08/2021		F		29,134	D	\$ 31.62	121,168	D	
Common Stock	03/08/2021		A		25,221 (1)	A	\$ 0	146,389	D	
Common Stock	03/08/2021		F		13,606	D	\$ 31.62	132,783	D	
Common Stock	03/08/2021		A		46,272 (2)	A	\$ 0	179,055	D	
Common Stock	03/08/2021		F		24,963	D	\$ 31.62	154,092	D	
Common Stock	03/08/2021		A		30,842 (2)	A	\$ 0	184,934	D	
Common Stock	03/08/2021		F		16,639	D	\$ 31.62	168,295	D	
Common Stock	03/08/2021		A		24,774 (3)	A	\$ 0	193,069	D	
Common Stock	03/08/2021		F		13,365	D	\$ 31.62	179,704	D	
Common Stock								638,559	I	See footnote (4)
Common Stock								410,731	I	See footnote (5)
Common Stock								410,731	I	See footnote (6)
Common Stock								344,997	I	See footnote (7)
Common Stock								344,997	I	See footnote (8)
Common Stock								394,891	I	See footnote (9)
Common Stock								394,891	I	See footnote (10)
Common Stock								396,526	I	See footnote (11)
Common Stock								396,526	I	See footnote (12)
Common Stock								18,920	I	See footnote (13)

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.

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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)				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					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEENDRIPU KISHORE C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008	X	X	Chairman, President and CEO	

Signatures

/s/ Connie Kwong, as Attorney-in-Fact	03/10/2021
<small>**Signature of Reporting Person</small>	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).

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2020 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. Reporting Person deferred delivery of shares of Common Stock issuable under the performance-based restricted stock award for the 2020 fiscal year. On March 8, 2021, 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) are based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on March 8, 2021.

Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2020 fiscal year that were approved as part of the 2020 performance-based restricted stock award granted on March 31, 2020. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. Reporting Person deferred delivery of shares of Common Stock issuable under the performance-based restricted stock award for the 2020 fiscal year. On March 8, 2021, 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) are based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on March 8, 2021.

Represents shares of Common Stock issued to the Reporting Person in connection with an annual bonus award. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. Grant amounts were determined based on the bonus award amount approved and the closing price of the Company's Common Stock in trading on the New York Stock Exchange on February 26, 2021. Reporting Person deferred delivery of shares of Common Stock issuable in connection with the annual bonus award. On March 8, 2021, 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) are based on the closing price of the Company's Common Stock in trading on the New York Stock Exchange on March 8, 2021.

- (4) Shares held by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees.
- (5) Shares held by the Kishore V. Seendripu 2019 Annuity Trust dated May 6, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (6) Shares held by the Rekha S. Seendripu 2019 Annuity Trust dated May 6, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (7) Shares held by the Kishore V. Seendripu 2019-2 Annuity Trust dated November 9, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (8) Shares held by the Rekha S. Seendripu 2019-2 Annuity Trust dated November 9, 2019, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (9) Shares held by the Kishore V. Seendripu 2020 Annuity Trust A dated June 1, 2020, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (10) Shares held by the Rekha S. Seendripu 2020 Annuity Trust A dated June 1, 2020, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (11) Shares held by the IKS Heritage Trust dated July 13, 2020, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person serves as co-trustee.
- (12) Shares held by the SS Heritage Trust dated July 13, 2020, a trust for the benefit of the Reporting Person's child, and for which the Reporting Person serves as co-trustee.
- (13) Shares held by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents and siblings, and for which the Reporting Person serves as trustee.

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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