

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> <u>Jones William Kelly</u>  (Last) (First) (Middle) <u>C/O MAXLINEAR, INC.</u> <u>5966 LA PLACE COURT, SUITE 100</u>  (Street) <u>CARLSBAD CA 92008</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MAXLINEAR, INC [ MXL ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>VP of Worldwide Operations</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/03/2023</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/2023		A		8,251 <sup>(1)</sup>	A	\$0	24,795	D	
Common Stock	02/03/2023		F		3,045	D	\$40.67	21,750	D	
Common Stock	02/03/2023		A		2,053 <sup>(2)</sup>	A	\$0	23,803	D	
Common Stock	02/03/2023		F		709	D	\$40.67	23,094	D	
Common Stock	02/03/2023		A		1,369 <sup>(2)</sup>	A	\$0	24,463	D	
Common Stock	02/03/2023		F		473	D	\$40.67	23,990	D	
Common Stock	02/03/2023		A		1,048 <sup>(3)</sup>	A	\$0	25,038	D	
Common Stock	02/03/2023		F		362	D	\$40.67	24,676	D	
Common Stock	02/03/2023		A		700 <sup>(3)</sup>	A	\$0	25,376	D	
Common Stock	02/03/2023		F		242	D	\$40.67	25,134	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares of Common Stock issued to the Reporting Person for the 2022 performance period under the Company's Executive Incentive Bonus Plan (the "Bonus Plan"). All shares were issued pursuant to the Company's 2010 Equity Incentive Plan. Grant amounts were determined based on the award amount earned under the Bonus Plan and the closing price of the Company's Common Stock in trading on The Nasdaq Global Select Market on February 3, 2023.
- Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2022 fiscal year that were approved as part of the 2021 performance-based restricted stock award granted on May 20, 2021. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.
- Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2022 fiscal year that were approved as part of the 2022 performance-based restricted stock award granted on January 3, 2022. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.

**Remarks:**

/s/ Connie Kwong, as Attorney-in-Fact 02/07/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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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