

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 * Battery Ventures VII, L.P.			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 type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) C/O BATTERY VENTURES, 930 WINTER STREET, SUITE 2500	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2011					
(Street) WALTHAM, MA 02451	(City)	(State)	4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

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			
Class A Common Stock (\$0.0001 par value)	02/08/2011		C(4)		764,370	A	\$ 0 (4)	764,370	I	See Footnote (5) (6)
Class A Common Stock (\$0.0001 par value)	02/08/2011		J(7)		764,370 (8)	D	\$ 0 (7)	0	I	See Footnote (5) (6)

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		Date Exercisable	Expiration Date					
Class B Common Stock (convertible into Class A Common Stock) (1)	\$ 0 (1)	02/08/2011		C(1)		764,370	(1)	(1)	Class A Common Stock (\$0.0001 par value)	\$ 0	1,533,943	I	See Footnote (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures VII, L.P. C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
Battery Investment Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
Battery Partners VII, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
LAWLER KENNETH P C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451	X	X		

CROTTY THOMAS J C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
FRISBIE RICHARD D C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
JONES MORGAN M C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
Lee Roger H C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
TABORS R DAVID C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
TOBIN SCOTT R C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		

Signatures

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Ventures VII, L.P.)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Investment Partners VII, LLC)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Partners VII, LLC)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Kenneth P. Lawler)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Thomas J. Crotty)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Richard D. Frisbie)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Morgan M. Jones)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Roger H. Lee)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of R. David Tabors)		02/09/2011
<small>**Signature of Reporting Person</small>		Date
/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Scott R. Tobin)		02/09/2011
<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).

Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the Issuer's publicly traded stock registered under Section 12(b) of the Securities and Exchange Act of 1934, as amended, upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Issuer's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.

(1) Of the reported securities 1,505,106 are owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(2) Of the reported securities 28,837 are owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) Each share of Class A Common Stock, which is the publicly traded stock, was issued upon conversion of one share of Class B Common Stock at the election of the Reporting Persons. Of the reported securities 750,000 were owned directly by Battery Ventures VII, L.P. The sole general partner of Battery Ventures VII, L.P. is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- Of the reported securities 14,370 were owned directly by Battery Investment Partners VII, LLC. The sole managing member of Battery Investment Partners VII, LLC is Battery Partners VII, LLC. The managing members of Battery Partners VII, LLC are Kenneth P. Lawler, Thomas J. Crotty, Richard D. Frisbie, Morgan M. Jones, Roger H. Lee, R. David Tabors and Scott R. Tobin, who hold voting and dispositive power for the shares held by Battery Ventures VII, L.P. Each of Messrs. Lawler, Crotty, Frisbie, Jones, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (6) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Ventures VII, L.P. ("BV VII") and Battery Investment Partners VII, LLC ("BIP VII") to the limited partners of BV VII, to the members of BIP VII and to Battery Partners VII, LLC ("BP VII"), which is the general partner of BV VII.
- (7) Of the reported securities, 742,500 shares were distributed to the limited partners of BV VII, 7,500 shares were distributed to BP VII, and 14,370 shares were distributed to the members (8) of BIP VII. Such shares distributed to BP VII were further distributed to the members of BP VII and shall not be deemed to be held by the reporting persons for the purpose of this filing.

Remarks:

Prior to these transactions, the reporting persons were part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities.

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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