FORM 4

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

OMB APPROVAL							
DMB Number:	3235-0287						
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ours per respons	e 0.5						

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 - LAWLER KENNETH P				2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last) (First) (Middle) C/O BATTERY VENTURES, 930 WINTER STREET, SUITE 2500				3. Date of Earliest Transaction (Month/Day/Year) 03/02/2011								r (give title belo	ow)	Other (specify	below)			
	(Street)				4. If A	4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line)				
WALTHAM, MA 02451												X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqui								ired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3) 2. Transa Date (Month/s)		saction n/Day/Year	Execu any	eemed tion Date, i h/Day/Yea	f Coo	Code (Instr. 8)		Acquired (A) Disposed of (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ollowing	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							C	Code	V	Amoun	(A) or (D)	Price				(I) (Instr. 4)		
	Class A Common Stock \$0.0001 par value) 03/02		03/02/2	/2011			J	<u>J(1)</u>		2,496 (2)	A	\$ 0 (1)	7,487			D		
	A Common Stock 001 par value) 03/03/2011					G	V	4,991	D	\$ 0	2,496			D				
			3A. Deemed Execution Date, i		g., puts, calls, war 4. Transaction Code ear) (Instr. 8)		es Acquire rrants, op 5. Number of		and Expiration Date (Month/Day/Year) S (I		nd to	the colle	quired to red OMB cord	9. Number Derivative Securities Beneficially Owned Following	of 10. Owners: Form of	EC 1474 (9-		
Derivative	Conversion or Exercise Price of Derivative	Date	n 3A Ex Year) an	A. Deemed xecution D ny	(e.g., put) l ate, if	ts, calls, was 1. Fransaction Code	5. Nu of Deriv Secu Acqu (A) of	equire ts, opt umber vative rities uired or	the formations,	ained in orm dis sposed o convert ate Exerc Expiration	this fo plays a f, or Ber ible secu	rm ar curre neficia rities) 7. T Am Und Sec	e not required the not required to the notice of the notic	8. Price of Derivative Security	9. Number Derivative Securities Beneficiall Owned Following	of 10. Owners Form o Derivat Securit Direct (11. Nati hip of Indir f Benefic ive Owners y: (Instr. 4	
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Signatures

/s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Kenneth P. Lawler)	03/04/2011
**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) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Partners VII, LLC and Battery Investment Partners VII, LLC to Mr. Lawler.

(2) Of the reported shares, 834 shares were distributed to Mr. Lawler for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Partners VII, LLC, and 1,662 shares were distributed to Mr. Lawler for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Investment Partners VII, LLC.

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.