

# 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 Mission Ventures Management III LLC (Last) (First) (Middle) 11455 EL CAMINO REAL, SUITE 450, (Street) SAN DIEGO, CA 92130 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]		3. Date of Earliest Transaction (Month/Day/Year) 03/29/2010		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____	
		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ Form filed by More than One Reporting Person <input checked="" type="checkbox"/>			

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. 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 (\$0.0001 par value) (1) (2)	03/29/2010		J(1)		3,137,481	D	(1) (2)	0	I	See footnote (3)
Common Stock (\$0.0001 par value) (1) (2)	03/29/2010		J(1)		137,550	D	(1) (2)	0	I	See footnote (4)
Class A Common Stock (\$0.0001 par value)	03/29/2010		C(5)		327,995	A	(5)	327,995	I	See footnote (3)
Class A Common Stock (\$0.0001 par value)	03/29/2010		C(5)		14,380	A	(5)	14,380	I	See footnote (4)
Class A Common Stock (\$0.0001 par value)	03/29/2010		S		327,995	D	\$ 14	0	I	See footnote (3)
Class A Common Stock (\$0.0001 par value)	03/29/2010		S		14,380	D	\$ 14	0	I	See footnote (4)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock (convertible into Class A Common Stock) (1) (2)	(1) (2)	03/29/2010		J(1)		3,137,481		(2)	(2)	Class A Common Stock (\$0.0001 par value)	3,137,481	\$ 0	3,137,481	I	See footnote (3)
Class B Common Stock (convertible into Class A Common Stock) (1) (2)	(1) (2)	03/29/2010		J(1)		137,550		(2)	(2)	Class A Common Stock (\$0.0001 par value)	137,550	\$ 0	137,550	I	See footnote (4)
Class B Common Stock (convertible into Class A Common Stock)	(2)	03/29/2010		C		327,995		(2)	(2)	Class A Common Stock (\$0.0001 par value)	327,995	\$ 0	2,809,486	I	See footnote (3)
Class B Common Stock (convertible into Class A Common Stock)	(2)	03/29/2010		C		14,380		(2)	(2)	Class A Common Stock (\$0.0001 par value)	14,380	\$ 0	123,170	I	See footnote (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mission Ventures Management III LLC 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130		X		
Mission Ventures III LP 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130		X		
Mission Ventures Affiliates III LP 11455 EL CAMINO REAL, SUITE 450		X		

SAN DIEGO, CA 92130 Alexander Edward E C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130	X	X		
RYAN DAVID J C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130		X		
KIBBLE ROBERT F C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130		X		
SPIEGEL LEO C/O MISSION VENTURES 11455 EL CAMINO REAL, SUITE 450 SAN DIEGO, CA 92130		X		

## Signatures

/s/ Caroline Barberio, by power of attorney		03/31/2010
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock (\$0.0001 par value) automatically converted into one share of Class B Common Stock (\$0.0001 par value) immediately prior to the closing of
- (2) Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the Registrant's publicly traded stock registered under Section 12(b) of the Securities and Exchange Act of 1934, as amended. Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.
  - Shares held directly by Mission Ventures III, L.P. ("Mission Ventures"). Mission Ventures Management III, L.L.C. ("MVM III"), is the sole general partner of Mission Ventures and has voting and investment control over the shares.
- (3) interest in 1% of the total number of shares held by Mission Ventures in the Issuer. Edward E. Alexander, David Ryan, Robert Kibble and Leo Spiegel, the managing members of MVM III, may be deemed to possess voting and investment control over the shares held by Mission Ventures except to the extent of any pecuniary interest therein.
  - Shares held directly by Mission Ventures Affiliates III, L.P. ("Mission Affiliates"). Mission Ventures Management III, L.L.C. ("MVM III"), is the sole general partner of Mission Affiliates and has voting and investment control over the shares held by Mission Affiliates except to the extent of any pecuniary interest therein.
- (4) pecuniary interest in 1% of the total number of shares held by Mission Ventures in the Issuer. Edward E. Alexander, David Ryan, Robert Kibble and Leo Spiegel, the managing members of MVM III, may be deemed to possess voting and investment control over the shares held by Mission Affiliates except to the extent of any pecuniary interest therein.
- (5) 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.

### Remarks:

Although Mission Ventures Management III, L.L.C. ("MVM III") is exiting the Section 16 reporting obligations, Edward E. Alexander, who is both a director of the Registrant and one of the managing members of MVM III, is not required to respond to this form.

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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