

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 * WALSH BRENDAN			2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ VP, Business Development		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2011					
2051 PALOMAR AIRPORT ROAD, SUITE 100								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			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 92011								
(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			
Class A Common Stock (\$0.0001 par value) (1)	02/16/2011		C(1)		43,054	A	(1)	43,054	D	

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				
Employee Stock Option (right to buy)	\$ 0.2323	02/16/2011		M		21,527		(2)	10/28/2015	Class B Common Stock (\$0.0001 par value) (3)	21,527	\$ 0	0	D	
Employee Stock Option (right to buy)	\$ 0.2323	02/16/2011		M		21,527		(2)	10/28/2015	Class B Common Stock (\$0.0001 par value) (3)	21,527	\$ 0	0	D	
Class B Common Stock (convertible into Class A Common Stock)	(3)	02/16/2011		M		43,054		(3)	(3)	Class B Common Stock (\$0.0001 par value) (3)	43,054	\$ 0	43,054	D	
Class B Common Stock (convertible into Class A Common Stock) (1)	(3)	02/16/2011		C(1)		43,054		(3)	(3)	Class A Common Stock (\$0.0001 par value)	43,054	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH BRENDAN 2051 PALOMAR AIRPORT ROAD			VP, Business Development	

SUITE 100				
CARLSBAD, CA 92011				

Signatures

/s/ Patrick E. McCreedy, by power of attorney		02/18/2011
<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).

Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock. Each share of Class B Common Stock is convertible into one share of (1) Class A Common Stock, which is the publicly traded stock, upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Registrant'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.

(2) The shares are fully vested.

Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the publicly traded stock, upon certain transfers and at the option of the holder. On (3) the seventh anniversary of the closing of the Registrant'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.

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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