Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations $\ \, \text{may continue.} \, \textit{See}$ Instruction 1(b).

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

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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

e Responses)													
Name and Address of Reporting Person * Spice Adam C.				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				
	(First) RPORT ROAD	OX TYPE 100			st Trans	actio	on (Month/D	ay/Year)	X			Oth	er (specify below)	
(Street) CARLSBAD, CA 92011				4. If Amendment, Date Original Filed(Month/Day/Year)					_X_ F	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(State)	(Zip)			Table	1 - N	Non-Derivat	ive Securities	Acquired,	Disposed	of, or Ben	eficially Owr	ıed	
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year		2A. Deemed Execution Date, if) any (Month/Day/Year)		if Coo (Ins	(Instr. 8)		or Disposed of str. 3, 4 and 5) (A) or	f (D) Own Trans (Instr	(D) Owned Following Reported Transaction(s) (Instr. 3 and 4)		ed I	Ownership of Form: Direct (D) or Indirect (I)	Nature Indirect eneficial wnership nstr. 4)	
Report on a se	eparate line for eac	Table II -	Derivative	Secui	rities A	cqui	Persons containe form dis	who respon d in this for plays a curre ed of, or Bene	n are not ently valid ficially Ow	required OMB co	to respon	nd unless th		74 (9-02)
2. 3. Transaction Conversion Date or Exercise Price of Derivative Security 3. Transaction (Month/Day/Yea		3A. Deemed Execution Date, i	4. 5. N if Transaction of Code Der ar) (Instr. 8) Sect Acq (A) Disj (D) (Ins		Numb f Derivative ecurities (cquired A) or Disposed D)	Number 6. Date Expirat (Month urities quired or posed of str. 3, 4,		rcisable and Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial
			Code	V	(A)		Date Exercisable	Expiration Date	Title	or				
(1)	05/06/2011		A	1	5,000		(2)	05/20/2015	Class A Common Stock (par value \$0.0001)	15,000	\$ 0	15,000	D	
									Class A Common					
	AD, CA 92 Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (First) (Street) (Street) (State) (State) (State) (State) (State) (State) (State) (Month/Day/Year	MAR AIRPORT ROAD, SUITE 100 (Street) AD, CA 92011 (State) 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securities Table II - (2) 2. Table II - (3) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Price of Perivative Security (Month/Day/Year)	m C. (First) (Middle) (Middle	MAXLINEAR OMAR AIRPORT ROAD, SUITE 100 OSCIULIA (Street) 4. If Amendment AD, CA 92011 OCCUPY CEURITY 2. Transaction Date (Month/Day/Year) OMAR AIRPORT ROAD, SUITE 100 OF Exercise (Month/Day/Year) Table II - Derivative Securice, puts, calls, any (Month/Day/Year) OF Exercise	MAXLINEAR INC MAXLINEAR INC MAXLINEAR INC OMAR AIRPORT ROAD, SUITE 100 (Street) AD, CA 92011 (State) 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securities beneficially owned directly any (Month/Day/Year) Table II - Derivative Securities A. (e.g., puts, calls, warrar (A) or Disposed (D) (Instr. 3, and 5) Code V (A) Code V (A)	MAXLINEAR INC [Mx OMAR AIRPORT ROAD, SUITE 100 (Street) AD, CA 92011 (State) 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securities beneficially owned directly Table II - Derivative Securities Acqui (e.g., puts, calls, warrants, of Derivative Security Table II - Derivative Securities Securities Securities Securities Acqui (e.g., puts, calls, warrants, of Derivative Security Table II - Derivative Securities Securities Securities Securities Acqui (e.g., puts, calls, warrants, of Derivative Securities S	MAXLINEAR INC [MXL] OMAR AIRPORT ROAD, SUITE 100 (Street) AD, CA 92011 (State) 2. Transaction Date (Month/Day/Year) Code (Month/Day/Year) Code (Instr. 8) Code V Am Code V Am Code Conversion or Exercise of Derivative Security 2. Transaction Date (Month/Day/Year) Code Conversion or Exercise of Derivative Security Code (Month/Day/Year) AD, CA 92011 2. Transaction Date (Month/Day/Year) Code V Am Code Code V Am C	MAXLINEAR INC [MXL] 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) AD, CA 92011 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Appearate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible security Table II - Derivative Securities Acquired, Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible security AD. Date Exercisable and Expectation Date (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Month/Day/Year) Code V (A) (D) Date Expiration Date (Month/Day/Year) Code V (A) (D)	MAXLINEAR INC [MXL] OMAR AIRPORT ROAD, SUITE 100 (Street) A. If Amendment, Date Original Filed(Month/Day/Year) OS/06/2011 Table I - Non-Derivative Securities Acquired, (A) or Disposed of (D) (Instr. 3, 4 and 5) Persons who respond to the contained in this form are not form displays a currently valid (Instr. 8) 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Ose, puts, calls, warrants, options, convertible securities (Instr. 3) and Expiration Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A. Derivative Securities Acquired, Disposed of, or Beneficially Owned directly or indirectly. Persons who respond to the contained in this form are not inform displays a currently valid (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A. S. Transaction (A) or Disposed of (D) (Instr. 3, 4 and 5) Persons who respond to the contained in this form are not inform displays a currently valid (Instr. 8) (Instr. 8) (Month/Day/Year) (Instr. 8) Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3, 4, and 5) Date Exercisable (Instr. 3) Date Exercisable (Instr. 3) Code (V) (A) or Disposed of (D) (Instr. 3, 4, and 5) Code (V) (Instr. 3, 4, and 5)	MAXLINEAR INC [MXL] Director Condent Co	MAXLINEAR INC [MXL] (Chec Director Amazon Conversion Conversion Conversion Date Code Code	MAXLINEAR INC [MXL] OMAR AIRPORT ROAD, SUITE 100 OMAR AIRPORT ROAD, SUITE 100 OSWeet) AD, CA 92011 2. Transaction Date (Month/Day/Year) Omate (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Occurity 2. Transaction Date (Month/Day/Year) Omate (Month/Day/Y	MAXLINEAR INC [MXL] OMAR AIRPORT ROAD, SUITE 100 OStocco (Stocc) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4)

Donostino Ossar None / Address	Relationships						
Reporting Owner Name / Address	Director 10% Owner		Officer	Other			
Spice Adam C. 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011			VP, Chief Financial Officer				

Signatures

Adam C. Spice	05/09/2011
**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- Subject to the Reporting Person's continuing to be a service provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of (2) the RSUs subject to the award shall vest on May 20, 2012, and twenty five (25%) of the RSUs subject to the award vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2015.
- Ten percent (10%) of the shares subject to the option shall vest and become exercisable on the one (1) year anniversary of the date of grant, and, thereafter, twenty percent (20%) of the shares subject to the option shall vest and become exercisable on the two (2) year anniversary of the date of grant, thirty percent (30%) of the shares subject to the option shall vest and become exercisable on the three (3) year anniversary of the date of grant, and forty percent (40%) of the shares subject to the option shall vest and become exercisable on the four

(3) and become exercisable on the three (3) year anniversary of the date of grant, and forty percent (40%) of the shares subject to the option shall vest and become exercisable on the four (4) year anniversary of the date of grant, subject to the Reporting Person's continuing to be a service provider through each such date.

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.