

# 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 * KASTNER MICHAEL			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) _____ Vice President, Sales		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/18/2012					
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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			

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
Stock Option (Right to Buy)	\$ 9.10	05/18/2012		D		12,000		(1)	05/06/2018	Class A Common Stock (par value \$0.0001)	12,000	(2)	0	D	
Restricted Stock Units	(3)	05/18/2012		A		6,000		(4)	05/18/2015	Class A Common Stock (par value \$0.0001)	6,000	(2)	6,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASTNER MICHAEL 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011			Vice President, Sales	

## Signatures

/s/ Kishore Seendripu, as Attorney-in-Fact  
Signature of Reporting Person

05/22/2012  
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).

The cancelled option provided for vesting as follows: Ten percent (10%) of the shares subject to the option shall vest and become exercisable on the one (1) year anniversary of May 6, 2011, 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 (4) year anniversary of the date of grant, such that the option shall be fully vested 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.

- (2) On May 18, 2012, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on May 6, 2011. In exchange for the option, the Reporting Person received 6,000 restricted stock units ("RSUs").
- (3) Each RSU represents the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- (4) Subject to the Reporting Person's continuing to be a service provider through each applicable vesting date, one third (1/3rd) of the RSUs shall vest on May 18, 2013, and one third (1/3rd) of the RSUs shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 2015.

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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