# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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 [*]<br>REDDY MADHUKAR | 2. Issuer Name **and** Ticker or Trading Symbol<br>MAXLINEAR INC [MXL] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |
|---|---|---|
| (Last) (First) (Middle)<br>2051 PALOMAR AIRPORT ROAD, SUITE 100 | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/21/2012 | Director 10% Owner<br>X Officer (give title below) Other (specify below)<br>VP, ICs and RF Systems Enginee |
| (Street)<br><br>CARLSBAD, CA 92011 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| (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 (par value $0.0001) [1] | 05/21/2012 | | M | | 1,661 | A | $ 0 | 8,477 [2] | D | |
| Class A Common Stock (par value $0.0001) | 05/21/2012 | | F | | 1,661 | D | $ 4.13 | 6,816 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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 | | | | |
| Restricted Stock Units | [1] | 05/21/2012 | | M | | | 1,661 | [3] | | 05/20/2015 | Class A Common Stock (par value $0.0001) | 1,661 | $ 0 | 13,500 | D | |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| REDDY MADHUKAR<br>2051 PALOMAR AIRPORT ROAD SUITE 100<br>CARLSBAD, CA 92011 | | | VP, ICs and RF Systems Enginee | |

## Signatures

| /s/ Kishore Seendripu, as Attorney-in-Fact | 05/22/2012 |
|---|---|
| [**]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 the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.

**(2)** Includes 2,500 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on May 15, 2012.

**(3)** Subject to the Reporting Person's continuing to be a service provider through each applicable vesting date, twenty five percent (25%) of the 18,000 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.