# FORM 4

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

OMB APPRO	OVAL
OMB Number:	3235-0287
Estimated average	burden
hours per response	0.5

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

pe Response	75)														
Name and Address of Reporting Person * DESAI HK				2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012						Officer (give title below) Other (specify below)					
(Street) CARLSBAD, CA 92011				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
7)	(State)	(Zip)		Т	able	I - Non	Deriv	ative S	ecurities A	Acqui	ired, Dispo	osed of, or	Beneficially	Owned	
(Instr. 3) Date		*****	any		if (	Code (Instr. 8)				of	f Beneficially Owne		Following	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
						Code	V	Amou	(A) or (D)	Price			or Indirect (I) (Instr. 4)	(Instr. 4)	
d Stock Av	vard	08/10/2012				A		14,13 (1)	4 A	\$ 0	14,134			D	
d Stock Aw	vard	08/10/2012				A		10,22 (2)	3 A	\$ 0	24,357			D	
Report on a	separate line f	or each class of secu	ırities t	beneficially	y ow:	ned dire	ctly or								
							conta	ained i	n this for	m ar	e not req	uired to re	spond un	less	EC 1474 (9- 02)
												ĺ			
Derivative Conversion		Date Execution Day/Year) Execution Day/Year)		tte, if Transaction of Code Deriv Secure (A) of Dispression of (Instr. 8)		f and Expirative (Month/Day ecurities cquired A) or eisposed		xpiration Date Art h/Day/Year) Un Sec		ount of derlying urities tr. 3 and		Derivative Securities Beneficially Owned Following Reported	Ownersl Form of Derivati Security Direct (I or Indire	(Instr. 4)	
											Amount				
	BAD, CA 9  BAD, CA 9  Conversion or Exercise Price of Derivative	(Street)  BAD, CA 92011  (State)  Gecurity  2.  Conversion or Exercise Price of Derivative  (First) (Street)  (Street)  (Street)  (State)  (Month/Day/	(Street)  BAD, CA 92011  (State)  (State)  2. Transaction Date (Month/Day/Year)  A Stock Award  08/10/2012  Report on a separate line for each class of security  Table II - E  (Conversion or Exercise Price of Derivative  Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Datany (Month/Day/Year)  (Month/Day/Year)	ALOMAR AIRPORT ROAD, SUITE  (Street)  (Street)  (Street)  (A. If A. BAD, CA 92011  (State)  (State)  (Zip)  (A. If A. BAD, CA 92011  (A. If A. If A. BAD, CA 92011  (A. If A. If A. BAD, CA 92011  (A. If A. If A. BAD, CA 92011  (A. If A. If A. If A. BAD, CA 92011  (A. If A. If A. If A. BAD, CA 92011  (A. If A.	MAXLINEAL  (Street)  (Street)  (Street)  (Street)  (A. If Amendment  (A. If Amendment  (B. AD, CA 92011  (State)  (State)  (Zip)  (A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)  (A. Deemed Execution Date (E.g., puts, calls, vertically any (Month/Day/Year))  (A. Deemed Execution Date (E.g., puts, calls, vertically any (Month/Day/Year))  (A. Deemed Execution Date (E.g., puts, calls, vertically any (Month/Day/Year))  (A. Deemed Execution Date (E.g., puts, calls, vertically any (Month/Day/Year))	MAXLINEAR IN  (a) (First) (Middle) (BOMAR AIRPORT ROAD, SUITE  (Street)  (Street)  (Street)  (Street)  (Street)  (A. If Amendment, Double (Security)  (State)  (State)  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A. If Amendment, Double (Execution Date, if any (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  (A. S. Conversion or Exercise (Month/Day/Year)  (Month/Day/Year)	MAXLINEAR INC [MX]  (Street)  (Street)  (State)  (A)  (Code any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 8)	MAXLINEAR INC [MXL]  3. Date of Earliest Transaction (Mo 08/10/2012  (Street)  4. If Amendment, Date Original File of Execution Date (Instr. 8)  Security  2. Transaction Date (Month/Day/Year)  3. Table I - Non-Derivative Securities Acquired, Discontant of Execution Date, if or Exercise Price of Derivative Security  3. Date of Earliest Transaction (Mo 08/10/2012  4. If Amendment, Date Original File of Securities Securities Securities Securities Securities Securities Securities Securities Denerotative Securities S	MAXLINEAR INC [MXL]  3. Date of Earliest Transaction (Month/Da) 08/10/2012  (Street)  4. If Amendment, Date Original Filed(Month of SAD, CA 92011  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Security  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date, if any (Instr. 8)  (Code (A) or Code (A) or Disposed of Of (D)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, conversion or Exercise (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (A) Derivative Securities Acquired (A) or Disposed of Of (D)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  3. Transaction Code (A) or Disposed of Of (D)	MAXLINEAR INC [MXL]  3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012  4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Date (Month/Day/Year) 7. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Date (A) or Disposed of (D) (Instr. 8) 7. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1 - Non-Derivative Securities Date (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1 - Non-Derivative Securities Date (A) or Disposed of (D) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) (D) (Instr. 3, 4 and 5) 7. Table 1 - Non-Derivative Securities Date (A) or Disposed of (D) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) (D) (Instr. 3, 4 and 5) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) (D) (Instr. 8) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) (D) (Instr. 8) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) (D) (Instr. 8) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) 7. Table 1 - Non-Derivative Securities Date (Instr. 8) 8. Table 1 - Non-Derivative Securities Date (Instr. 8) 8. Table 1 - Non-Derivative Securities Date (Instr. 8) 8. Table 1 - Non-Derivative Securities Date (Instr. 8) 8. Table 1 - Non-Derivative Date (Instr. 8) 8. Table 1 - Non-Derivative Securities Date (Instr. 8) 9. Table 1 - Non-Derivative Date (I	MAXLINEAR INC [MXL]  3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012  4. If Amendment, Date Original Filed(Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012  4. If Amendment, Date Original Filed(Month/Day/Year)  3. Transaction Date (X)	MAXLINEAR INC [MXL]  (Street)  (Street)  (Street)  (Street)  (State)  (State)  (State)  (State)  (State)  (State)  (State)  (Zip)  (State)  (Zip)  (Zip)  (A) Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (A) or Disposed of (Instr. 3 and 10,223 A \$ 0 24,357   Persons who respond to the colle contained in this form are not req the form displays a currently valid or Exercise (Month/Day/Year)  (Month/Day	MAXLINEAR INC [MXL]  (Street)  (Street)  (A) (First) (Middle) (Month/Day/Year)  (State)  (State)  (State)  (State)  (Zip)  (A) Or Disposed of, or Italian (Instr. 3 and 4)  (A) or Disposed of (Instr. 8)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr.	MAXLINEAR INC [MXL]  (Check all appliance of Earliest Transaction (Month/Day/Year) (Month/Day/Year)  (Street)  (Street)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Stab)  (State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, (A) or Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 3, 4 and	MAXLINEAR INC [MXL]  (First) (Middle) (A) (First) (Middle) (B) (Middle

### **Reporting Owners**

Barrella Carrella Variation	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
DESAI HK 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011	X						

### **Signatures**

/s/ HK Desai	08/13/2012
**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) Subject to Reporting Person continuing to serve as a Director through each such date, one-third (1/3rd) of the shares subject to the restricted stock award shall vest on each anniversary of August 10, 2012, such that one hundred percent (100%) of the shares subject to the restricted stock award shall become vested on August 10, 2015.

Subject to Reporting Person continuing to serve as a Director through each such date, one hundred percent (100%) of the shares subject to the restricted stock award shall become vested on the earlier of (1) May 1, 2013 or (2) the date immediately preceding the date of the next annual meeting of stockholders that occurs after the date of grant.

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.